



COASTAL ROADWAYS LIMITED

CIN : L63090WB1968PLC027373

SAFE & FAST

Corporate Office : 1/1, Camac Street, 5th Floor, Kolkata 700 016, India, Ph : 2217 2222/23/24, Fax : 91 33 22172345, E-mail : coastalgroup@vsnl.net

Ref: CRL/KOL/SEC/BBY-CSE/JULY/2024

July 10, 2024

The Manager
Department of Corporate Services
BSE Limited
P J Towers
25th Floor, Dalal Street
Mumbai – 400 001
Scrip Code: 520131

The Manager
Department of Corporate Services
The Calcutta Stock Exchange Limited
7 Lyons Range, 4th Floor
Kolkata - 700001
Scrip Code: 013060

Dear Sir/Madam

Sub: **Notice of 56th Annual General Meeting & E-voting**

In Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed the Notice convening the 56th Annual General Meeting of Shareholders of the Company which will be circulated to the Shareholders through electronic mode.

The 56th Annual General Meeting will be held on Friday, August 9, 2024 at 11:45 A.M. IST through Video Conferencing and Other Audio – Visual Means (VC). The details of e-voting are as follows:

- Date and time of commencement of e-voting - Tuesday, August 6, 2024 at 9.00 a.m.
- Date and time of end of e-voting – Thursday, August 8, 2024 at 5.00 p.m.
- Cut-off date for determining the eligibility to vote – Friday, August 02, 2024 by electronic means or in the AGM.

Kindly take the same on your records and acknowledge.

Yours faithfully,

For **Coastal Roadways Limited**

SNEHA JAIN Digitally signed by SNEHA JAIN
Date: 2024.07.10 13:13:27 +05'30'

(Sneha Jain)
Company Secretary & Compliance Officer

Regd. & Adm. Office : 4, Black Burn Lane, Kolkata 700 012, India, Ph : 2237 6094/9715, Fax : 91 33 22376847, E-mail : kolkata@coastalroadways.com

NOTICE

Notice is hereby given that the FIFTY-SIXTH Annual General Meeting of the members of **COASTAL ROADWAYS LIMITED** will be held on **FRIDAY, the 9th DAY OF AUGUST 2024 at 11:45 A.M. through Video Conferencing / Other Audio-Visual Means** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March 2024, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Udit Todi (DIN 00268484), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Sri Dinesh Arya as Non-Executive Independent Director.
To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Dinesh Arya (DIN :00168213), who was appointed as an Additional Director of the Company with effect from 27th June 2024, pursuant to Section 161 of the Act and Article 90 of the Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 27th June 2024 to 26th June 2029”.

4. Appointment of Smt. Minu Tulsian as Non-Executive Independent Director.
To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Minu Tulsian (DIN :07208466), who was appointed as an Additional Director of the Company with effect from 27th June 2024, pursuant to Section 161 of the Act and Article 90 of the Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 27th June 2024 to 26th June 2029”.

5. Re-appointment of Sri Jagpal Singh as Non Executive Independent Director.

To consider and if thought fit, to pass the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 18th May 2024, Sri Jagpal Singh (DIN : 06964314) , who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as Non-Executive Independent Director, not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 28th May 2024 up to 27th May 2029.

RESOLVED FURTHER THAT pursuant to the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to Sri Jagpal Singh (DIN : 06964314), Director of the Company, to continue to hold office of the Independent Director of the Company till his current tenure of appointment which ends on 27th May 2029 notwithstanding that Sri Jagpal Singh has already crossed 75 years of age.”

Registered Office:

4 Black Burn Lane,
Kolkata – 700 012

CIN: L63090WB1968PLC027373

27th day of June 2024

By Order of the Board

Sneha Jain

Company Secretary

COASTAL ROADWAYS LIMITED

NOTES:

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 11/2022 and 09/2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant details, pursuant to Regulations of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this AGM is annexed.

4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.coastalroadways.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Limited www.cse-india.com and on the website of NSDL <https://www.evoting.nsdl.com>.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 followed by MCA Circular Nos. 10/2022 ,11/2022 dated December 28, 2022 and further extension provided in the latest MCA General Circular No. 9/2023 dated September 25, 2023.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. ,authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmaa64@yahoo.co.in with a copy marked to evoting@nsdl.com.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd July 2024 to 26th July 2024 (both days inclusive).
11. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with S K Infosolutions Pvt. Ltd. in case the shares are held by them in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or S K Infosolutions Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 1st August, 2024 through email coastalgroup1968@gmail.com. The same will be replied by the Company suitably.
15. The Ordinary Shares of the Company are listed in BSE Limited and The Calcutta Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2024-2025
16. i) SEBI vide its latest Circular dated 16th March, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation,

Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at http://www.coastalroadways.com/notice_announcement.html , for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

17. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 16th March, 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website.
19. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.

20. VOTING THROUGH ELETRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 , January 13,2021 ,December 08, 2021, December 14, 2021 , May 5, 2022 , December 28, 2022 and September 25,2023, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Tuesday, August 6, 2024 (9:00 a.m. IST) and ends on Thursday, August 8, 2024 (5:00 p.m. IST).During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 2, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Sri Debasish Mukherjee (Membership No. ACS 9680), Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 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, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e.2nd August, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or skcdilip@gmail.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL at the following no.: 022-4886 7000.In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 2nd August, 2024 may follow steps mentioned in Notice of the AGM under Step 1 “Access to NSDL e-Voting system.”

- vii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- viii. The details of the process and manner for vote electronically are explained herein below:
 Step 1: Access to NSDL e-Voting system
 Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</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; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000 .</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :
 - 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 IN300001 and Client ID is 12345678 then your user ID is IN30000112234568.
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID. For example if your Beneficiary ID is 1234567890123456 then your user ID is 1234567890123456.
 - c. For Members holding shares in Physical Form: EVEN Number (e-Voting Event Number) followed by Folio Number registered with the company. For example if folio number is A00001 and EVEN is 123456 then user ID is 123456A00001.
5. Your password details 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 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. In case you have not registered your email address with the Company/ Depository, please follow steps mentioned below in process for those shareholders whose emails 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.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN,your name and your registered address.
 - 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 How to cast your vote electronically and Join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 dmaa64@yahoo.co.in with a copy marked to 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 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 or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

21. 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 coastalgroup1968@gmail.com.
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 coastalgroup1968@gmail.com. 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 and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
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.

22. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at coastalgroup1968@gmail.com latest by 1st August, 2024(5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.com or call 022-4886 7000.

24. OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.coastalroadways.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
3. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 9th August, 2024.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No.3 & 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Sri Dinesh Arya (DIN:00168213) and Smt. Minu Tulsian (DIN:07208466) as Additional Directors in the category of Non –Executive Independent Director of the Company, with effect from 27th June 2024 under Sections 149, 150 and 152 of the Companies Act, 2013. Sri Dinesh Arya and Smt. Minu Tulsian shall hold office upto the date of forthcoming Annual General Meeting and are eligible to be appointed as an Independent Director.

The Company has received notices under Section 160 of the Companies Act, 2013 for their candidature as Independent Directors of the Company. The Company has also received declarations of independence from them. In the opinion of the Board, Sri Dinesh Arya and Smt. Minu Tulsian fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Sri Dinesh Arya and Smt. Minu Tulsian are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as Director. A copy of the draft Letter of Appointment for Independent Director is available for inspection at the Corporate Office of the Company during business hours on any working day.

A brief profile of Sri Dinesh Arya and Smt. Minu Tusian, including nature of their expertise, is annexed to this notice.

The Board recommends the resolution in relation to appointment of Sri Dinesh Arya and Smt. Minu Tusian as an Independent Director for period upto 5 (five) consecutive years with effect from 27th June 2024 for the approval by the members of the Company.

None of the Independent Directors hold by himself / herself or for any other person on a beneficial basis, any shares in the Company. None of the Directors who are proposed to be appointed are related to any Director or Key Managerial Personnel of the Company or their relatives. Except for the appointee Director for the purpose of his/ her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 to 4 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 3 & 4 for the approval of members.

Item No. 5

The Members of the Company at the Annual General Meeting held on 9th August 2019 had approved the appointment of Sri Jagpal Singh (DIN : 06964314) as Independent Director for a period of 5 years commencing from 28th May 2019.

Based on performance evaluation, recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations Sri Jagpal Singh is eligible for re-appointment as Independent Director and had offered himself for re-appointment. The Board of Directors at their meeting held on 18th May 2024 has approved the reappointment of Sri Jagpal Singh for a second term of 5 (five years) from 28.05.2024 to 27.05.2029 subject to approval of the members at the forthcoming annual general meeting recommends the proposal to re-appoint him as Independent Director for a term as mentioned in the special resolution.

The Company has received notice under Section 160 of the Companies Act, 2013 from him signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, Independent Director fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-

appointment as an Independent Director of the Company and is independent of the management. A copy of the draft Letter of Appointment for Independent Director is available for inspection at the Corporate Office of the Company during business hours on any working day. The Board considers that association of the Independent Director would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of the Independent Director.

Since Sri Jagpal Singh has already attained the age of 75 years, the Board Recommends approval of the members by way of Special Resolution as per the Regulation 17(1A) of the Listing Regulations for his re-appointment and continuation as director.

None of the Independent Director hold by himself / herself or for any other person on a beneficial basis, any shares in the Company. None of the Directors who is proposed to be reappointed is related to any Director or Key Managerial Personnel of the Company or their relatives. Except for the appointee Director for the purpose of their own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 of the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Sri Jagpal Singh as an Independent Director.

Brief profiles of Sri Jagpal Singh including nature of his expertise, are annexed to this notice.

The Board recommends the Special Resolution set out at Item No. 5 for the approval of Members.

The Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. For detailed information please refer to the Corporate Governance Report and Profile of Directors forming part of this Report.

Annexure

Particulars of Directors proposed to be appointed /re-appointed at the 56th Annual General Meeting of the Company to be held on Friday, the 9th day of August, 2024 at 11:45 A.M.

1. Sri Jagpal Singh

Sri Jagpal Singh is a B.com Graduate from St. Xavier's College, Kolkata, aged about 78 years. He has vast administrative experience and was also the President of the Saturday Club Ltd, Kolkata. He has been golf captain of Tollygunge Club. He has been in screening and election committee of Tollygunge Club. He is also currently the committee member of Oil Technologists Association of India (EZ).

Sri Jagpal Singh is not a director in any other company. He is not a member of any committee in any other company.

2. Sri Udit Todi

Sri Udit Todi, aged about 38 years has done his Masters in Finance & Investments from The University of Nottingham, UK. He has knowledge, experience and expertise on areas relating to business and financial management. He holds 144600 shares of the company in his name as on 31st March 2024.

Sri Udit Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Coastal Properties Pvt Ltd., Alps Housing & Holdings Ltd., M M Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech (India) Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd. and Snuk Housing & Holdings Pvt. Ltd. He is not a member of any committee in any other company.

3. Sri Dinesh Arya

Sri Dinesh Arya, aged about 67 years is a Fellow Member of the Institute of Company Secretaries of India and an Associate Member of the Institute of Cost & Work Accountants of India. He has done in PGDBA (Finance) from SCDL, Pune, India. Sri Arya has a rich 37 years of post-professional qualification experience in Company Law, corporate governance, corporate communication, investor relations, contract vetting and general management functions in large-listed corporates.

Sri Dinesh Arya works as Company Secretary & Chief Compliance Officer of Titagarh Rail Systems Ltd. He is also Director in the three other companies viz. Titagarh Defence System Limited, Titagarh Mermec Private Limited and Logica Infoway Limited (Independent Director). He is Chairman of the Audit Committee & member of the NRC Committee of Logica Infoway Ltd.

4. Smt. Minu Tulsian

Smt. Minu Tulsian, aged about 41 years is an experienced Practicing Company Secretary with a demonstrated history of working in the financial services industry and skilled in Internal Audit, Legal Compliance, Company Secretarial Work and Statutory Accounting. She is a Certified Independent Director. She does not hold any shares of the company in her name.

She is Director in two other companies viz. Magnolia Infrastructure Development Limited and Fabworth Promoters Private Limited. She is a member of the audit committee in Fabworth Promoters Private Limited.