

Date: 10<sup>th</sup> June, 2022

**THE LISTING DEPARTMENT,**  
BSE Ltd. (Designated Stock Exchange)  
PJ Towers, Dalal Street,  
Mumbai- 400 001

**THE LISTING DEPARTMENT,**  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400 051

**Stock Code:**  
**BSE: 532925**  
**NSE: KAUSHALYA**

Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members**

With reference to the captioned subject, we wish to inform you that an Extraordinary General Meeting ('EOGM') of the Company will be held on Tuesday, July 05, 2022 at 02:00 P.M. through Two-Way Video Conferencing (V.C.) / Other Audio Visual Means (OAVM) facility to transact the businesses as set out in the Notice dated 30<sup>th</sup> May, 2022, which is enclosed herewith along with explanatory statement, which is being sent through electronic mode to the Members of the Company.

The Company has provided the facility to cast the vote by electronic means (remote e-voting as well as e-voting during the EOGM) on the resolutions as set out in the EOGM Notice. The evoting shall commence on Saturday, July 02, 2022 at 09:00 A.M. and will end on Monday, July 04, 2022 at 05.00 P.M.


The copy of the said EOGM Notice is also uploaded on the website of the Company i.e. [www.kaushalya.net](http://www.kaushalya.net).

Kindly take the same on your record.

Thanking You,

Yours Faithfully

For Kaushalya Infrastructure Dev. Corp. Ltd.

  
KAUSHALYA INFRASTRUCTURE  
DEVELOPMENT CORPORATION LTD.  
Sanjay Lal Gupta  
Whole-time Director & SINGLE TIME DIRECTOR  
Company Secretary & COMPANY SECRETARY

Enclo: as above

## NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, 5<sup>TH</sup> DAY OF JULY, 2022 AT 2.00 PM THROUGH TWO-WAY VIDEO CONFERENCING (V.C) / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:-**

### **Special Business:**

**1. To Consolidate the Equity Shares of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) and any other statutory provisions and regulations, as may be applicable, and in accordance with the Article 12 of Articles of Association of the Company, and subject to such approvals, sanctions, consents and permissions, as may be necessary or required from the National Company Law Tribunal (hereinafter referred to as “NCLT”) or any other appropriate authorities, consent of the members of the Company be and is hereby accorded for consolidation of the entire Issued, subscribed and paid up share capital of the Company by increasing the face value (nominal value) of the equity shares from Rs. 10/- (Rupees Ten Only) each to Rs. 1,000/- (Rupees One Thousand Only) each so that every 100 equity shares with nominal value of Rs. 10/- (Rupees Ten Only) each held by a member are consolidated and re-designated into one equity share with nominal value of Rs. 1,000/- (Rupees One Thousand Only) each.”

**“RESOLVED FURTHER THAT** the consolidation of equity share shall be on the basis of those shareholders whose names appear in the register of members as on the record date, which the Board be and is hereby authorized to fix for this purpose.”

**“RESOLVED FURTHER THAT** pursuant to the consolidation of the Equity Shares of the Company, the 100 (One Hundred) paid up Equity Shares of the Company of the nominal value of Rs. 10/- (Rupees Ten Only) each, as existing on the Record Date shall stand consolidated into 1 (One) Equity Share of the face value of Rs. 1,000/- (Rupees One Thousand Only) each fully paid up, with effect from the Record Date.”

**“RESOLVED FURTHER THAT** no letter for consolidation of shares shall be issued to any

shareholder of the company. Provided however, that in respect of shares held in physical form, the share certificates for the consolidated new equity shares of Rs. 1,000/- (Rupees One Thousand Only) each shall be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of Rs. 10/- (Rupees Ten Only) each shall stand cancelled from the date of issue of new share certificate of Rs. 1,000/- (Rupees One Thousand Only) each in respect of their holding in the company and in respect of shares held in dematerialised form, the respective beneficiary accounts be credited with the consolidated new equity shares of Rs. 1,000/- (Rupees One Thousand Only) each for such shareholders who hold the existing shares in dematerialized form.”

**“RESOLVED FURTHER THAT** no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held in Trust by a Trustee appointed by the Board who shall dispose off the said shares within a period of one year from the Record date, in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding on all concerned and the Trustee shall hold the net sale proceeds of all such shares and after deducting therefrom all costs, charges and expenses of such sale, shall distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.”

**“RESOLVED FURTHER THAT** any of the Director or the Company Secretary be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

2. **To alter the Capital Clause of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** consequent upon and simultaneous with consolidation of the Equity Shares and pursuant to section 13 and all other applicable provisions of the Companies Act, 2013 and the rule made there under (including any statutory modification and re-enactment thereof for the time being in force) the existing Authorised Share Capital of Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) of the Company divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each be consolidated, to comprise 3,50,000 (Three Lakhs Fifty Thousand) Equity Shares of Rs. 1,000/- (Rupees One Thousand Only) each aggregating to Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) and consequently the existing Clause V Of the Memorandum of Association of the Company be altered and substituted by the following new clause:—

**V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,000 (Three Lakhs Fifty Thousand) Equity Shares of face value of Rs. 1,000/- (Rupees One Thousand Only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital and to consolidate or to divide and sub-divide the shares into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or and in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”**

**“RESOLVED FURTHER THAT** the said Change in Authorised Capital shall be effective only upon

approval of consolidation of shares by the National Company Law Tribunal or any other appropriate authority in the manner indicated above.”

**“RESOLVED FURTHER THAT** any one Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of giving effect to the above resolution.”

3. **Re-Designation of Mr. Sandip Sarkar (DIN-08527653) as Non-executive Non- independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> May, 2022 and pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-designation of Mr. Sandip Sarkar (DIN- 08527653) from the position of Non-Executive Independent Director to Non-Executive Non-independent Director who has given his consent vide a letter dated 30<sup>th</sup> May, 2022, whose term shall be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** any one Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of giving effect to the above resolution”.

**For and on behalf of the Board  
Kaushalya Infrastructure Dev. Corp. Ltd.  
Sd/-**

**Sanjay Lal Gupta  
Whole-time Director and  
Company Secretary**

Date: 30.05.2022  
Place: Kolkata

## Notes:

1. In view of the massive outbreak and continuing of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated 05.05.2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of this notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting. **THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS EOGM** and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
5. The shareholders, seeking any information with regard to the consolidation of shares or any other matter to be placed at the EOGM, are requested to write to the Company on or before 1<sup>st</sup> day of July, 2022, by 5:00 P.M. through email on info@kaushalya.net. The same will be replied by/ on behalf of the Company suitably during the meeting.
6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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 Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the EOGM. 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 will be provided by NSDL.
8. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Notice of Extra-ordinary General Meeting and in line with the Circulars issued by the MCA and SEBI, indicating the process and manner of e-voting, notice is being sent only by Email, to all the shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the shareholders and to all other persons so entitled. In line with the Ministry of Corporate Affairs Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.kaushalya.net under the sub heading 'Financials' of the heading 'Investor Relationship' for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EOGM Notice is

also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

9. Shareholders holding shares in dematerialized form are requested to intimate all the changes pertaining to their bank details to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Share Transfer Agent – M/s. CB Management Services Private Limited (herein called the RTA) to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com).
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/ transposition, deletion of name etc.
11. Shareholders holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, 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 shareholders after making requisite changes.
12. In case of joint holders attending the EOGM, the Member whose name appears as the first holder in the

order of names as per the Register of Members of the Company will be entitled to vote.

13. The cut-off date for the purpose of remote e-voting and e-voting at the EOGM shall be 28<sup>th</sup> day of June, 2022. 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, i.e. 28<sup>th</sup> day of June, 2022, shall be entitled to avail the facility of remote e-voting or e-voting at the EOGM. A person who is not a member as on the cut-off date, i.e. 28<sup>th</sup> day of June, 2022 should treat this notice for information purpose only.
14. 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.
15. The Company has appointed M. Shahnawaz & Associates, Practicing Company Secretaries (Membership No. 21427, COP. No. 15076) as the Scrutinizer to scrutinize remote e-voting or e-voting at the EOGM in a fair and transparent manner.
16. The result of remote e-voting and e-voting at the EOGM along with the Scrutinizer's Report shall be placed on the Company's website [www.kaushalya.net](http://www.kaushalya.net) and on the website of NSDL [www.evotingindia.nsdl.com](http://www.evotingindia.nsdl.com) in due course. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 2<sup>nd</sup> July, 2022 at 9:00 A.M. and ends on 4<sup>th</sup> July, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 28<sup>th</sup> June, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28<sup>th</sup> June, 2022.**

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





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

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

##### **A) Login method for e-Voting 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
<p><b>Individual Shareholders</b> (holding securities in demat mode) login through their depository participants.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under '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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <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: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p><b>Individual Shareholders</b> holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

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

**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
<b>Individual Shareholders</b> holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders</b> holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “Forgot User Details/Password?” (If you are holding shares in your demand account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - Now, you will have to click on “Login” button.
  - After you click on the “Login” button, Home page of e-Voting will open.

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

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 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.
- 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”.
- 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 [csmdshah@gmail.com](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **28<sup>th</sup> June, 2022** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your 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](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. 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. 28<sup>th</sup> June, 2022 may follow steps mentioned in the Notice of the EOGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.

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 EOGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@kaushalya.net latest by 5.00 p.m. (IST) on Friday, 1<sup>st</sup> day of July, 2022.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at info@kaushalya.net latest by 5.00 p.m. (IST) on Friday, 1<sup>st</sup> day of July, 2022. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EOGM.
10. Members who need assistance before or during the EOGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.com or call 1800 1020 990 / 1800 22 44 30.

## Explanatory Statement

*Pursuant to Section 102 of Companies Act, 2013*

### Item 1 & 2

The present paid-up share capital of the company is Rs. 34,63,06,300/- consisting of 3,46,30,630 equity share of Rs.10/- each. The shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange since 2007. In the last several years, the trading in the shares of the company is very meagre and the Shareholders do not have adequate opportunity to liquidate their shareholding in the company. Owing to this uncertain liquidity position in the shares of the company, several minority shareholders have time and again expressed their desire to liquidate their shareholding in the company. The proposed consolidation shall provide an opportunity for liquidation of shareholding of minority shareholders of the company and would provide an exit route to the fragmented minority shareholder as they will receive the best possible price for their share, which they are unable to get at present.

The existing number of shareholders in the company is around 22,221 out of which about 50% are holding shares less than 100 in number. Such high shareholder base causes immense financial burden on the company in terms of investor servicing and regulatory compliance. The proposed consolidation will rationalise the share capital of the company by reducing the number of outstanding number of shares and immensely reduce the cost in compliance and on serving the fragmented minority shareholding in the company.

The proposed consolidation will not involve payment to any shareholder of any paid-up-capital of the company, and has no effect on the shareholders' fund of the company. The shareholders will not be required to make any payment to the company in respect of the proposed consolidation. Each consolidated share will rank parri passu in all respect with each other.

The proposed consolidation upon its approval shall also require consequential amendment to the Memorandum of Association of the company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner as set out in Resolution No- 2 to reflect the alteration on the authorised equity share capital of the company as reproduced herein below:

**V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,000 (Three Lakhs Fifty Thousand) Equity Shares of face value of Rs. 1000/- (Rupees Thousand only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital and to consolidate or to divide and sub-divide the shares into several classes and to attach thereto**

**respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or and in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.**

The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board after proposed consolidation is approved by the Hon'ble National Company Law Tribunal. On the record date all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a trustee to be appointed by the Board and the said Trustee shall dispose of the said shares in the market at the best available price in accordance with the relevant rules and regulation in one or more lots and distribute the sale proceeds to the members of the Company in proportion to their fractional entitlements. The decision of the Trustee in this regard shall be final and binding on all concerned.

The Board is of the opinion that the aforesaid resolutions for consolidation of 1 (one) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company into 1 (one) Equity Share of Rs. 1,000/- (Rupees One Thousand Only) each fully paid-up and the consequent amendments to Clause V of the Memorandum of Association of the Company are in the best interest of the members and hence recommends the special resolution as set out at Item No.1 and 2 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company is in any way interested in the Resolution, except their shareholding and the shareholding of their relatives in the Company.

### Item 3

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolutions dated 14<sup>th</sup> August, 2019 appointed Mr. Sandip Sarkar (DIN: 08527653) as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> August, 2019. Subsequently his position was regularized in the Annual General Meeting held on 30<sup>th</sup> September, 2019 as a Non-Executive Independent Director of the Company.

However, The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 30<sup>th</sup> May, 2022 changed the designation of Mr. Sandip Sarkar from Non -Executive Independent Director to Non-Executive Non- Independent Director, subject to the approval of shareholders. Copy of the draft letter of appointment setting out the terms and conditions

would be available for inspection without any fee at the Registered Office of the Company during normal business hours on any working day

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and his term shall be subject to retirement by rotation.

Mr. Sarkar, aged about 66 years has an extensive expertise in management and operation. He has served for more than 38 years as Technical Officer, Assistant Manager (Technical), District Handloom Officer and Assistant Director for various Depts./ Organization under Govt. of West Bengal.

Mr. Sarkar will not be eligible for any remuneration/ salary except sitting fees as per the remuneration policy of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of EOGM.

None of the Directors and/or Key Managerial Personnel of the Company is in any way interested in the Resolution, except their shareholding and the shareholding of their relatives in the Company.

**Details of Directors seeking appointment / reappointment at the forthcoming EOGM**  
*[In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]*

<b>Particulars</b>	<b>Mr. Sandip Sarkar</b>
Date of Birth	January 2, 1956
Date of 1st Appointment on the Board	August 14, 2019
Educational Qualification	Post Diploma from AIHB, Govt. of India
Expertise in specific functional areas	Extensive expertise in management and operation. He has served for more than 38 years as Technical Officer, Assistant Manager (Technical), District Handloom Officer and Assistant Director for various Depts./ Organization under Govt. of West Bengal.
Remuneration to be paid	No remuneration/ salary shall be paid except sitting fee
Number of meeting of the Board attended during the financial year 2021- 22	4 out of 4
Directorship in other Companies as on March 31, 2022	N.A.
Chairman/ Member in the Committees of the Boards of the Companies as on March 31, 2022	N.A.
Number of shares held as on March 31, 2022	NIL
Inter-se-relation between Directors	N.A.