



## KMF BUILDERS & DEVELOPERS LTD.

Regd. Office : 508, Golf Manor NAL Wind Tunnel Road, Murugesh Palya, Bangalore 560017 Tel. : 080-41486142  
Corp. Office : 907, 9th Floor, Vikram Tower, Rajendra Place, New Delhi -110008 Tel. : 011-45636075

Site Office : GH-2, Rukmani Vihar, Vrindavan, Mathura. (U.P.) E-mail : kmfbuilders95@gmail.com Web : www.kmfbuilders.com

CIN : L45203KA1995PLC017422

GSTIN No. : 29AAACK8497L1Z0

Date: 04.09.2024

To,  
The Secretary,  
Corporate Relationship Department,  
BSE Limited  
PhirozeJeejeebhoy Towers, Dalal Street,  
Fort Mumbai-400001

Ref: KMF BUILDERS AND DEVELOPERS LIMITED (Scrip Code: 531578)

**Subject: - Intimation of 28th Annual General Meeting and Book closure**

Dear Sir/Madam,

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members KMF Builders and Developers Limited (CIN: L45203KA1995PLC017422) will be held at Hotel SAI Renaissance, Opp. State Bank of India SAI Colony (Whitefield Rly Stn.) Kadugudi, Bangalore 560067 Karnataka, on Thursday the 26th day of September 2024 at 09.00 A.M for the transaction of the following businesses:-

- To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024, the Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
- To appoint a Director in place of Mrs. Kavita Chadha (DIN: 03304018) who retires by rotation and, being eligible, offers herself for re-appointment.
- To appoint M/s Kalyanasundaram & Associates, Chartered Accountants [Firm Registration No. 005455S] as Statutory Auditor of the Company
- Prior Approval of Related Party Transactions.

**BOOK CLOSURE FOR AGM**

Notice pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules 10 Companies (Management and Administration) Amendments Rules, 2015 is also hereby given the Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday 18th September 2024 to Sunday 22<sup>nd</sup> September 2024(both days inclusive) for the purpose of holding AGM.

**Thanking You**

**Yours faithfully**

**For KMF Builders and Developers Limited**

For KMF Builders & Developers Ltd.  
*Priyanka Behl*  
Company Secretary

Priyanka Behl  
(Company Secretary & Compliance Officer)

## NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of KMF Builders and Developers Limited (CIN: L45203KA1995PLC017422) will be held at Hotel SAI Renaissance, Opp. State Bank of India SAI Colony (Whitefield Rly Stn.) Kadugudi, Bangalore 560067 Karnataka, on Thursday the 26th day of September 2024 at 09.00 A.M for the transaction of the following businesses:-

### ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024, the Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mrs. Kavita Chadha (DIN: 03304018) who retires by rotation and, being eligible, offers herself for re-appointment.
3. **To appoint M/s Kalyanasundaram & Associates, Chartered Accountants [Firm Registration No. 005455S] as Statutory Auditor of the Company, and in this regard, to pass the following resolution(s) as *Ordinary Resolution*:**

**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and on recommendation of Audit Committee and the Board of Directors, **M/s Kalyanasundaram & Associates**, Chartered Accountants, [Firm Registration No. 005455S] be and is hereby appointed as Statutory Auditor of the Company w.e.f 30<sup>th</sup> August, 2024, to fill the casual vacancy arising out of the resignation of M/s **M/s. B Sreenivasa & Co**, and to hold the office till the conclusion of this Annual General Meeting, on such remuneration and reimbursement of expenses as may be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, **M/s Kalyanasundaram & Associates**, Chartered Accountants, [Firm Registration No. 005455S] be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2029, on a remuneration as pay be decided by the audit committee and board of directors of the company payable in one or more installments and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any

Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **SPECIAL BUSINESS**

### **4. Prior approval for Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('the Act') consent of the members be and is hereby accorded to the Board of Directors to enter into transactions, contracts and agreements with Related Parties of the Company at a maximum of Rs. 15 Lacs per transaction.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to determine the terms and conditions for the proposed transactions and all other matters arising out of or incidental thereto.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, desirable and expedient to give effect to the aforesaid resolution.”

Place: Delhi  
Date: 31-08-2024

By order of the Board of Directors  
**Gorve Chadha**  
SD/-

(Chairman & Managing Director)  
DIN: 06407884

**Details of Director seeking reappointment in Annual General Meeting fixed on 26<sup>th</sup> September, 2024**

|   |                                    |
|---|------------------------------------|
| <b>Name of Director</b>   | Mrs. Kavita Chadha (DIN: 03304018) |
| <b>Date of Birth</b>  | 23/06/1963                         |
| <b>Date of Appointment</b>  | 22/06/2007                         |
| <b>Expertise in specific functional areas</b>   | Admin and Management               |
| <b>Directorship in other Indian Public Limited Companies as on 31.03.2024</b>   | 1                                  |
| <b>Chairman/Member of the Committees of the Board of other Indian Public Limited Companies as on 31.03.2024</b>             | 0                                  |
| <b>No. of Shares held in the Company</b>  | 1080400                            |
| <b>Disclosure in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b> | Given below:-                      |

**Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 26, 2024 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015**

| <b>Director's Name &amp; Date of Birth</b> | <b>Brief Resume (Date of Appointment,</b> | <b>Chairmanships/ Directorships of other Companies (excluding Foreign</b> | <b>Chairmanships / Memberships of</b> | <b>No. of shares held in the Company as on</b> | <b>Relationship with Directors and Key</b> |
|--|---|---|---------------------------------------|--|--|
|--|---|---|---------------------------------------|--|--|

|  | <b>Qualification,<br/>Expertise in<br/>specific functional<br/>area)</b>   | <b>Companies<br/>and Section 8<br/>Companies)</b>  | <b>Committees of<br/>other<br/>Public<br/>Companies</b> | <b>31.03.20<br/>24</b> | <b>Managerial Personnel</b>  |
|--|--|--|---|------------------------|--|
| Mrs. Kavita Chadha<br>(DOB 23.06.1963) | Graduate by qualification and she joined the Company in 2010 as Director and later on she is working as Project Consultant. She has varied experience in all the major departments such a planning and project execution and had a significant role in formulating the long term business plan of the Company. | She is also the Director in KMF Securities Limited | -   | 10,80,400              | Promoter of the Company,<br>Mother of Mr. Gorge Chadha,<br>Managing Director |

**NOTES:**

- i) **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.**
  - a. Proxies, in order to be effective, must be received at the 508 Golf Manor NAL wind tunnel road Murgeshpalya Bangalore 560017, not less than forty-eight hours before the commencement of the AGM i.e. by 09.00 a.m. on Thursday the 26<sup>th</sup> day of September 2024
  - b. Corporate Members are required to send to register office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.
- ii) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
- iii) Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
- iv) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote-voting (facility to cast vote from a place other than the venue of the AGM) and also e voting at the AGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. Deepak Sadhu practicing company secretary Deepak Sadhu & company, as the Scrutinizer for this purpose.
- v) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 19th September, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- vi) Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company or Corporate Office of the Company 907 Vikram Tower Rajendera Place Delhi-110008.
- vii) Members are required to bring their admission slips to the AGM. KMF Builders and Developers Limited will not be in a position to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.
- viii) Link to the complete details on annual report [www.kmfbuilders.com](http://www.kmfbuilders.com)

The procedure with respect to remote e-voting is provided below:-

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 23.09.2024 at 09:00 A.M. and ends on 25.09.2024 at 05:00 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. 19.09.2024, 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 19.09.2024.

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

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

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

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

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

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

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <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 ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new</li> </ol> |

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.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.



|   |  |
|---|--|
|   | <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>                |
| <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.</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.**

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

**B) Login Method for e-Voting 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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [deepakksadhu@gmail.com](mailto:deepakksadhu@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre-Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [kmfbuilders95@gmail.com](mailto:kmfbuilders95@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 [kmfbuilders05@gmail.com](mailto:kmfbuilders05@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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

**Item No. 3:**

The Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed Kalyanasundaram & Associates, Chartered Accountants [Firm Registration No. 005455S] as Statutory Auditor of the Company w.e.f. 30<sup>th</sup> August, 2024, to fill the casual vacancy arising out of resignation of **M/s. B Sreenivasa & Co.**

M/s Kalyanasundaram & Associates was shortlisted on evaluation of proposal(s) of renowned Chartered Accountant firms on various criteria viz. competency, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. M/s Kalyanasundaram & Associates was constituted in 1988 and is registered with the Institute of Chartered Accountants of India (ICAI).

In terms of the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, appointment of Statutory Auditor in causal vacancy caused due to resignation of the existing Auditor, shall also be approved by the Company in a general meeting convened within three months of appointment/recommendation of the Board, and such Auditor shall hold office till the conclusion of the next Annual General Meeting (AGM).

Accordingly, the Board of Directors has recommended for approval of the members, appointment of M/s Kalyanasundaram & Associates as Statutory Auditor of the Company -

(i) To fill the casual vacancy arising out of resignation of the existing statutory auditor, w.e.f. 29<sup>th</sup> August, 2024 and to hold office till the conclusion of this AGM; and

(ii) for a period of 5 years commencing from the conclusion of this AGM till conclusion of the AGM to be held in calendar year 2024.

M/s Kalyanasundaram & Associates has given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the Members.

**Item No.4: Prior approval for Related Party Transactions**

In view of the provisions of Section 188 (1) of the Companies Act, 2013 and the rules made thereunder, the Audit Committee and Board of Directors have recommended the consent of shareholders to set the maximum limit per transaction that your company may enter with its related parties.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members

| Sr. No. | Name of Related Party  | Nature of relationship                     | Nature of transaction   | Maximum expected value of per transactions (Rs.) |
|---------|--|--|---|--|
| 1.      | Gorve Chadha   | Managing Director of the Company           | Purchase/Sale of Units  | 15,00,000  |
| 2.      | Kavita Chadha  | Mother of Managing Director of the Company | Purchase/Sale of Units<br>Leasing Units   | 15,00,000  |
| 3.      | Companies in which above mentioned parties are Directors, Partners, Sole Proprietors, etc. | Executive Director is interested           | Financial Transactions such as Inter Corporate Deposit, Inter-Corporate Borrowings, etc | 15,00,000  |

All the proposed transactions would be carried out as part of business requirements of the Company and are ensured to be on arm's length basis.

Members are hereby informed that pursuant to the second proviso of Section 188(1) of the Companies Act, 2013, no member of the Company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

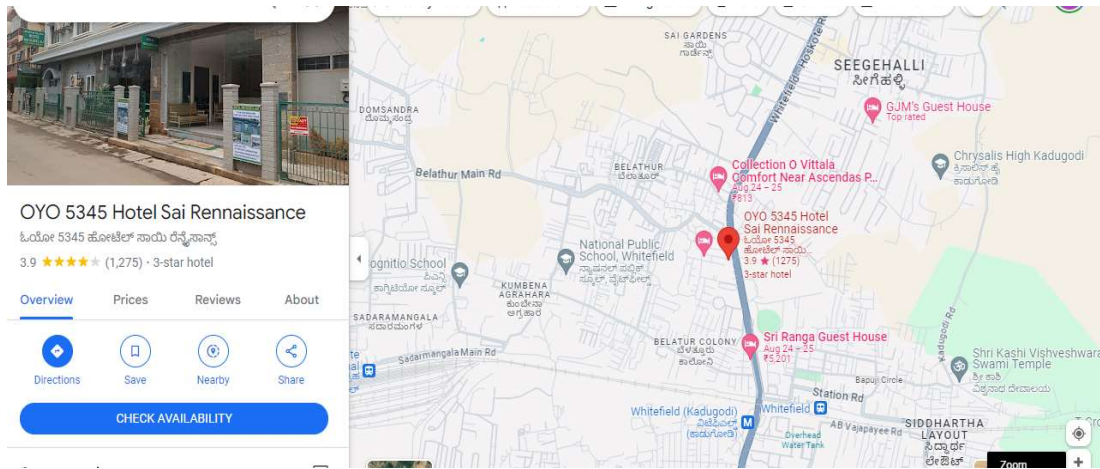
Except Mr. Gorve Chadha, Managing Director and Mrs. Kavita Chadha, Executive Director of the Company and mother of Mr. Gorve Chadha none of the other Directors, Key Managerial

Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The special resolution as set out in Item no. 4 of this Notice of AGM is recommended by the Board for your approval.

By order of the Board of Directors  
SD/-  
**Gorve Chadha**  
(Chairman & Managing Director)  
DIN: 06407884

Place: Delhi  
Dated: 31-08-2024







KMF BUILDERS & DEVELOPERS LIMITED

Reg. Office: No. 508, Golf Manor Apartments, Nal Wind Tunnel Road, Murgeshpalya,  
Bangalore-560017

CIN: L45203KA1995PLC017422 Tel.: 25238007, 41486142 -43

Website: [www.kmfbuilders.com](http://www.kmfbuilders.com), E-mail: [kmfbuilder95@gmail.com](mailto:kmfbuilder95@gmail.com)

### ATTENDANCE SLIP

Members or their proxies are requested to present this for accordance with their specimen signatures registered with the Company.

| DP Id & Client Id /<br>Regd. Folio No.* |  | No. of Shares |  |
|---|--|---------------|--|
|   |  |               |  |

Name(s) and address of the member in full Name(s) and address of the member in full

I / we hereby record my / our presence at the 29<sup>th</sup> Annual General Meeting of the company being held on Thursday the 26th day of September 2024 at 09.00 A.M at the Hotel SAI Renaissance, Opp. State Bank of India SAI Colony (Whitefield Rly Stn.) Kadugudi, Bangalore 560067 Karnataka

Please (P) in the box MEMBER PROXY \*Applicable for member holding shares in physical form

Signature of Member / Proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.