

# KBC Global Limited

(Previously known as Karda Constructions Limited)

Registered Office : 2nd Floor, Gulmohar Status, Above Business Bank, Samarth Nagar, Nashik, MH - 422005.

Corporate Office : Saikrupa Commercial Complex, Tilak Road, Muktidham, Nashik Road, Nashik - 422 101.

Phone : 0253 - 2465436 / 2351090, Fax : 0253 - 2465436, Mail : admin@kardaconstruction.com,

Visit us : www.kardaconstruction.com, CIN No. : L45400MH2007PLC174194



Date : December 2, 2022

<b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 <b>Company Symbol: KBCGLOBAL</b>	<b>To,</b> <b>BSE Limited</b> The Corporate Relationship Department P.J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 541161</b> <b>Scrip ID: KBCGLOBAL</b>
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Subject: “Extra Ordinary General Meeting” of the Members of the Company

Dear Sir,

- 1) This is to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of the Company will be held on Tuesday, December 27, 2022 at 12.00 noon IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
- 2) The Notice of the EGM will be sent in electronic mode to all the Members of the Company whose email address is registered with the Company / Company’s Registrar and Transfer Agent, Link Intime India Private Limited (LIPL)/Depository Participant(s).
- 3) The details such as manner of
  - (i) registering / updating - email address / bank account details,
  - (ii) casting vote through e-voting and
  - (iii) attending the AGM through VC / OAVM has been set out in the Notice of the EGM.
- 4) The Company has fixed Tuesday, December 20, 2022 as the “Cut-off Date” for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the EGM or to attend the EGM.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

**For KBC Global Limited**

MAYURA  
DINESH  
MARATHE  
Date: 2022.12.02  
16:15:20 +05'30'

**Mrs. Mayura Marathe**

**Company Secretary**

**Mem. No. ACS44678**

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## NOTICE

Notice is hereby given that the first Extra Ordinary General Meeting of Financial year 2022-2023 of the members of KBC Global LIMITED formerly known as Karda Constructions Limited will be held on Tuesday, 27th December, 2022 at 12.00 p.m., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact following business:

### SPECIAL BUSINESS:

#### 1. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 100,00,00,000/- (Rupees One Hundred Crores only) consisting of 100,00,00,000 (One Hundred Crores) Equity Shares of Re. 1/- (Rupee One) each to Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) divided into 350,00,00,000 (Three Hundred and Fifty Crores) Equity Shares of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing 5<sup>th</sup> Clause thereof by the following new 5<sup>th</sup> Clause as under:

*“5<sup>th</sup>. The Authorized Share Capital of the Company is Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) divided into 350,00,00,000 (Three Hundred and Fifty Crores) Equity Shares of Re. 1/- (Rupee One only) each.”*

**RESOLVED FURTHER THAT** Mr. Naresh Jagumal Karda, Managing Director of the Company or Mr. Manohar Jagumal Karda, Director of the Company or Mrs. Mayura Marathe, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

#### 2. Issue of Equity Shares on Preferential basis

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

**"RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI (ICDR) Regulations, 2018**”), the

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Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 24,00,00,000 (Twenty Four Crores) Equity Shares of Face Value of Re. 1/- (Rupee One only) each at a premium of Rs. 1.66/- each aggregating to Rs. 63,84,00,000/- (Rupees Sixty-Three Crores Eighty-Four Lacs only) to Strategic Investors (Non-Promoters), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	<b>Non-Promoters</b>		
1	ANIRUDH MOHTA	50,00,000	ANIRUDH MOHTA
2	MADHU RATHI	50,00,000	MADHU RATHI
3	RAM SHROFF	50,00,000	RAM SHROFF
4	TANVEER SINGH	50,00,000	TANVEER SINGH
5	BLUE SHADES HORIZON HEIGHTS LLP	1,00,00,000	SIDDHARTH KOTHARI
6	NITIJ AJEET ARENJA	50,00,000	NITIJ AJEET ARENJA
7	NALANDA BUSINESS VENTURES LLP	50,00,000	<ul style="list-style-type: none"><li>• NEELAM TAPIA</li><li>• JAVED TAPIA</li></ul>
8	CHERALATHAN	1,00,00,000	CHERALATHAN
9	ALY NASRUDDIN JAGMAGIA	10,00,000	ALY NASRUDDIN JAGMAGIA
10	FORESIGHT HOLDINGS PRIVATE LIMITED	2,40,00,000	SALIM PYARALI GOVANI
11	ANKIT GERA	1,00,00,000	ANKIT GERA

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12	SHILPIKA BHUGRA	20,00,000	SHILPIKA BHUGRA
13	SAYUJ GOLCHHA	1,10,00,000	SAYUJ GOLCHHA
14	RAM KUMAR GIRI	10,00,000	RAM KUMAR GIRI
15	CHESHTA BATRA	40,00,000	CHESHTA BATRA
16	NIDHI GUPTA	20,00,000	NIDHI GUPTA
17	CHANCHAL AGRAWAL	40,00,000	CHANCHAL AGRAWAL
18	PREMRATAN SHRISHRIMAL	30,00,000	PREMRATAN SHRISHRIMAL
19	NAVBHARAT DWELLINGS PRIVATE LIMITED	2,00,00,000	ROHIT SHRIVASTAVA
20	TOUCHSTONE VENTURE LLP	20,00,000	ROHIT PARAKH
21	SANJIB GANGADEB	40,00,000	SANJIB GANGADEB
22	AMOD ANIL KUMAR GUPTA	20,00,000	AMOD ANIL KUMAR GUPTA
23	NIKHIL WADHAVKAR	25,00,000	NIKHIL WADHAVKAR
24	LATA VIJAY SHAH	40,00,000	LATA VIJAY SHAH
25	TMC MINERAL RESOURCES PRIVATE LIMITED	20,00,000	ATUL DWIVEDI
26	MANOJ KUMAR AGRAWAL(HUF)	50,00,000	MANOJ KUMAR AGRAWAL (KARTA)
27	SANJIV KUMAR RATHI	30,00,000	SANJIV KUMAR RATHI
28	AMIT GOEL	40,00,000	AMIT GOEL
29	GURMEET OBEROI	10,00,000	GURMEET OBEROI
30	BHAVANA JAIN	30,00,000	BHAVANA JAIN
31	NISHA BOTHRA	20,00,000	NISHA BOTHRA
32	MONA GOENKA	20,00,000	MONA GOENKA
33	NITIN AGGARWAL	30,00,000	NITIN AGGARWAL
34	DALJEET KAUR ANAND	20,00,000	DALJEET KAUR ANAND
35	MANVI SIDDHARTH	40,00,000	MANVI SIDDHARTH
36	SWATI SINGH	1,00,00,000	SWATI SINGH
37	SAVITA AGGARWAL	1,00,00,000	SAVITA AGGARWAL
38	SWATI GARG	40,00,000	SWATI GARG
39	AMIT JAIN	20,00,000	AMIT JAIN
40	VANSH MALHOTRA	34,00,000	VANSH MALHOTRA
41	NEERAJ SATIJA	16,00,000	NEERAJ SATIJA
42	UMESH BAHAL HUF	20,00,000	UMESH BAHAL (KARTA)
43	DEEPASHREE VEMURI	20,00,000	DEEPASHREE VEMURI
44	SHITIJ DEWAN	1,00,00,000	SHITIJ DEWAN



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45	VISHAL PACKAGING	70,00,000	VISHAL SINGH
46	INDIANA ENGINEERING WORKS (BOMBAY) PRIVATE LIMITED	40,00,000	PRASHANT GOBIND HINGORANI
47	PREMAL KIRAN JAVERI	10,00,000	PREMAL KIRAN JAVERI
48	PARAS BADHWAR	15,00,000	PARAS BADHWAR
49	NIRMAL KHETAN	30,00,000	NIRMAL KHETAN
50	KHALIL SARVAR	10,00,000	KHALIL SARVAR
	<b>TOTAL</b>	<b>24,00,00,000</b>	

## RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 25<sup>th</sup> November, 2022 to consider the proposed preferential issue of Equity Shares.
- ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** Mr. Naresh Jagumal Karda, Managing Director of the Company or Mr. Manohar Jagumal Karda, Director of the Company or Mrs. Mayura Marathe, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

### **3. To re-appoint Mr. Sandeep Ravindra Shah, (DIN: 06402659) as an Independent Director of the Company for the Second Term.**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company , proposing his candidature for the office of director pursuant to Section 160 of Companies Act,2013 be and is hereby accorded to re-appoint Mr. Sandeep Ravindra Shah, (DIN: 06402659) as an Independent Director of the Company for second and final term of five years , being not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and are hereby authorised to do all, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies.”

Thanking You,

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR KBC Global LIMITED  
(Formerly known as Karda Constructions limited)**

MAYURA / Digitally signed by  
DINESH / MAYURA DINESH  
MARATHE / MARATHE  
MARATHE / Date: 2022.12.02  
17:10:07+05'30'

**MAYURA MARATHE  
COMPANY SECRETARY  
MEMBERSHIP NO: ACS-44678**

**(Authorised to sign and serve vide Board Resolution dated 26.11.2022)**

Date: December 2,2022

Place: Nashik

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## NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under the accompanying Notice, is annexed hereto.
- A member entitled to attend and vote at the EGM 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 the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
- Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the company by email to admin@kardaconstruction.com.
- In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by Link Intime India Private Limited (“LIPL”). Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again.
- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the “Instructions for e-voting” section which forms part of this Notice. The Board has appointed Mr. Amar Patil of M/S Amar Patil & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- Members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on December 20, 2022, may cast their votes electronically. The e-voting period commences on Saturday, December 24, 2022 (9:00 a.m. IST) and ends on Monday, December 26, 2022 (5:00 p.m. IST). The e-voting module will be disabled thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cutoff date, i.e. as on December 20, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who 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 the e-voting system during the EGM.
- Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. December 20, 2022, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. 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. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. December 20, 2022, may follow steps mentioned in the Notice under “Instructions for e-voting”.
- We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have

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not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Link Intime Private Limited at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).

- The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.kardaconstruction.com](http://www.kardaconstruction.com).
- Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further



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authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  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](http://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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

## **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

### **A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.



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*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

## **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

## **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

## **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

## **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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**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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43.

## **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

## **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## **InstaVote Support Desk**

**Link Intime India Private Limited**

## **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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► Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

## **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

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2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**  
**Link Intime India Private Limited**

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## ANNEXURE TO THE NOTICE

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and statement of additional Information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) with respect to following items of the Notice:**

### **Item No. 1 - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company**

The Current Authorized Capital of the Company is Rs. 100,00,00,000/- and the Paid-up Share Capital of the Company is Rs. 61,50,00,000/-. To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increase in the Share Capital. Your Board at

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its meeting held on 26<sup>th</sup> November, 2022 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 100,00,00,000/- (Rupees Hundred Crores only) to Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only).

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, 5<sup>th</sup> Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of email of the EGM Notice till 27<sup>th</sup> December, 2022.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

## Item No. 2- Issue of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on 26<sup>th</sup> November, 2022 has given their consent subject to approval of Members by way of Special Resolution to issue 24,00,00,000 Equity Shares to Strategic Investors (Non-Promoters) on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

### 1. List of Allottees for Preferential Allotment of Equity Shares:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	<b>Non-Promoters</b>		
1	ANIRUDH MOHTA	50,00,000	ANIRUDH MOHTA



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2	MADHU RATHI	50,00,000	MADHU RATHI
3	RAM SHROFF	50,00,000	RAM SHROFF
4	TANVEER SINGH	50,00,000	TANVEER SINGH
5	BLUE SHADES HORIZON HEIGHTS LLP	1,00,00,000	SIDDHARTH KOTHARI
6	NITIJ AJEET ARENJA	50,00,000	NITIJ AJEET ARENJA
7	NALANDA BUSINESS VENTURES LLP	50,00,000	<ul style="list-style-type: none"><li>• NEELAM TAPIA</li><li>• JAVED TAPIA</li></ul>
8	CHERALATHAN	1,00,00,000	CHERALATHAN
9	ALY NASRUDDIN JAGMAGIA	10,00,000	ALY NASRUDDIN JAGMAGIA
10	FORESIGHT HOLDINGS PRIVATE LIMITED	2,40,00,000	SALIM PYARALI GOVANI
11	ANKIT GERA	1,00,00,000	ANKIT GERA
12	SHILPIKA BHUGRA	20,00,000	SHILPIKA BHUGRA
13	SAYUJ GOLCHHA	1,10,00,000	SAYUJ GOLCHHA
14	RAM KUMAR GIRI	10,00,000	RAM KUMAR GIRI
15	CHESHTA BATRA	40,00,000	CHESHTA BATRA
16	NIDHI GUPTA	20,00,000	NIDHI GUPTA
17	CHANCHAL AGRAWAL	40,00,000	CHANCHAL AGRAWAL
18	PREMRATAN SHRISHRIMAL	30,00,000	PREMRATAN SHRISHRIMAL
19	NAVBHARAT DWELLINGS PRIVATE LIMITED	2,00,00,000	ROHIT SHRIVASTAVA
20	TOUCHSTONE VENTURE LLP	20,00,000	ROHIT PARAKH
21	SANJIB GANGADEB	40,00,000	SANJIB GANGADEB
22	AMOD ANIL KUMAR GUPTA	20,00,000	AMOD ANIL KUMAR GUPTA
23	NIKHIL WADHAVKAR	25,00,000	NIKHIL WADHAVKAR
24	LATA VIJAY SHAH	40,00,000	LATA VIJAY SHAH
25	TMC MINERAL RESOURCES PRIVATE LIMITED	20,00,000	ATUL DWIVEDI
26	MANOJ KUMAR AGRAWAL(HUF)	50,00,000	MANOJ KUMAR AGRAWAL (KARTA)
27	SANJIV KUMAR RATHI	30,00,000	SANJIV KUMAR RATHI
28	AMIT GOEL	40,00,000	AMIT GOEL
29	GURMEET OBEROI	10,00,000	GURMEET OBEROI
30	BHAVANA JAIN	30,00,000	BHAVANA JAIN

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31	NISHA BOTHRA	20,00,000	NISHA BOTHRA
32	MONA GOENKA	20,00,000	MONA GOENKA
33	NITIN AGGARWAL	30,00,000	NITIN AGGARWAL
34	DALJEET KAUR ANAND	20,00,000	DALJEET KAUR ANAND
35	MANVI SIDDHARTH	40,00,000	MANVI SIDDHARTH
36	SWATI SINGH	1,00,00,000	SWATI SINGH
37	SAVITA AGGARWAL	1,00,00,000	SAVITA AGGARWAL
38	SWATI GARG	40,00,000	SWATI GARG
39	AMIT JAIN	20,00,000	AMIT JAIN
40	VANSH MALHOTRA	34,00,000	VANSH MALHOTRA
41	NEERAJ SATIJA	16,00,000	NEERAJ SATIJA
42	UMESH BAHAL HUF	20,00,000	UMESH BAHAL (KARTA)
43	DEEPASHREE VEMURI	20,00,000	DEEPASHREE VEMURI
44	SHITIJ DEWAN	1,00,00,000	SHITIJ DEWAN
45	VISHAL PACKAGING	70,00,000	VISHAL SINGH
46	INDIANA ENGINEERING WORKS (BOMBAY) PRIVATE LIMITED	40,00,000	PRASHANT GOBIND HINGORANI
47	PREMAL KIRAN JAVERI	10,00,000	PREMAL KIRAN JAVERI
48	PARAS BADHWAR	15,00,000	PARAS BADHWAR
49	NIRMAL KHETAN	30,00,000	NIRMAL KHETAN
50	KHALIL SARVAR	10,00,000	KHALIL SARVAR
	<b>Total</b>	<b>24,00,00,000</b>	

## 2. Objects of the preferential issue:

The proposed issue of 24,00,00,000 Equity Shares to Strategic Investors (being Non- Promoters) on Preferential allotment basis is being made for cash aggregating to Rs. 63,84,00,000/- with the object of meeting funding requirements of the Real Estate Projects whose details are given below:

Sr. No.	Name of the Project/ Site	License No.	Address	Amount to be utilized for each Project/ Site.
1.	Mrishi Marcndey Enclave	87 of 2022	Sector- 5 & 6, Tehsil- Shahabad, Kurukshetra, Haryana- 136135	Rs. 31,84,00,000.00
2.	Hari Sagar	-	Nashik	Rs. 2,00,00,000.00
3.	Hari Vishwa	-	Nashik	Rs. 4,00,00,000.00
4.	Hari Gokuldharm	-	Nashik	Rs. 2,00,00,000.00
5.	Hari Om 2	-	Nashik	Rs. 2,75,00,000.00
6.	Hari Sanskruti 1	-	Nashik	Rs. 3,75,00,000.00

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7.	Hari Bhakti	-	Nashik	Rs. 4,50,00,000.00
8.	Hari Niketan 2	-	Nashik	Rs. 2,50,00,000.00
9.	Hari Aakruti 2	-	Nashik	Rs. 3,50,00,000.00
10.	Hari Aangan	-	Nashik	Rs. 7,00,00,000.00
	<b>Total</b>			<b>Rs. 63,84,00,000.00</b>

However, the Funds as mentioned from Sr. no. 2 to Sr. no. 10 can be interchanged between the sites.

### 3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 24,00,00,000 Equity Shares of Re. 1/- each at a price of Rs. 2.66/- each (including premium of Rs. 1.66/- each) on preferential basis for Cash consideration.

### 4. Basis on which the price of the Preferential Issue has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall not be less than higher of the following:

(a) Rs. 2.64/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 2.55/- each- The Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares on Preferential basis shall be at a price of Rs. 2.64/- each (Face Value Re.1/- each + Premium Rs. 1.64/- each).

However, the Board of the Directors of the Company has decided the issue of Equity Shares on Preferential basis at an Issue Price of Rs. 2.66/- each (including a premium of Rs. 1.66/- each).

### 5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 25<sup>th</sup> November, 2022. Please note that 27<sup>th</sup> November, 2022 (Sunday) being the date 30 days prior to 27<sup>th</sup> December, 2022 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 25<sup>th</sup> November, 2022 (Friday) is being fixed as the Relevant Date in compliance with the Explanation to Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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

The proposed preferential allotment of Equity Shares are made to Individuals, Bodies Corporate, Hindu Undivided Family (HUF), Firms, Limited Liability Partnership (LLP), etc. belonging to Non Promoters category.

## 7. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

None of the existing directors, promoters or key managerial personnel of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

## 8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

## 9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

## 10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre- Preferential Issue*		Post Preferential Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters Holding</b>				
<b>1</b>	<b><u>Indian</u></b>				
	Individual	5,84,50,940	9.50	5,84,50,940	6.84
	Bodies corporate	-	0.00	-	0.00
	Sub-total	5,84,50,940	9.50	5,84,50,940	6.84
<b>2</b>	<b><u>Foreign Promoters</u></b>	-	0.00	-	0.00
	<b>Sub-total (A)</b>	<b>5,84,50,940</b>	<b>9.50</b>	<b>5,84,50,940</b>	<b>6.84</b>
<b>B</b>	<b>Non-promoters' holding</b>				
	<b><u>Institutional investors</u></b>	1,12,180	0.02	1,12,180	0.01
	<b><u>Non-institution</u></b>				
	Private corporate bodies & LLP	1,77,90,592	2.89	8,47,90,592	9.92
	Indian public & HUF	52,36,20,956	85.14	69,66,20,956	81.48

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	(Others (including NRIs))	1,50,25,332	2.44	1,50,25,332	1.76
	<b>Sub-total (B)</b>	<b>55,65,49,060</b>	<b>90.50</b>	<b>79,65,49,060</b>	<b>93.16</b>
<b>C</b>	<b>Non-Promoter &amp; Non Public</b>	-	<b>0.00</b>	-	<b>0.00</b>
	<b>GRAND TOTAL</b>	<b>61,50,00,000</b>	<b>100.00</b>	<b>85,50,00,000</b>	<b>100.00</b>

\* As on 25<sup>th</sup> November, 2022

## 11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

## 12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Sr. No.	Proposed Allottees	Ultimate Beneficial Owner	Pre-Preferential Issue*		No. of Equity Shares proposed to be allotted	Post- Preferential Issue (After issue of 24,00,00,000 Equity Shares)	
			No of shares held	% of share holding		No of shares held	% of share holding
	<b>Non-Promoters</b>						
1	ANIRUDH MOHTA	ANIRUDH MOHTA	-	-	50,00,000	50,00,000	0.58
2	MADHU RATHI	MADHU RATHI	-	-	50,00,000	50,00,000	0.58
3	RAM SHROFF	RAM SHROFF	-	-	50,00,000	50,00,000	0.58
4	TANVEER SINGH	TANVEER SINGH	-	-	50,00,000	50,00,000	0.58
5	BLUE SHADES HORIZON HEIGHTS LLP	SIDDHARTH KOTHARI	-	-	1,00,00,000	1,00,00,000	1.17
6	NITIJ AJEET ARENJA	NITIJ AJEET ARENJA	-	-	50,00,000	50,00,000	0.58
7	NALANDA BUSINESS VENTURES LLP	<ul style="list-style-type: none"> <li>• NEELAM TAPIA</li> <li>• JAVED TAPIA</li> </ul>	-	-	50,00,000	50,00,000	0.58
8	CHERALATHAN	CHERALATHAN	-	-	1,00,00,000	1,00,00,000	1.17



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9	ALY NASRUDDIN JAGMAGIA	ALY NASRUDDIN JAGMAGIA	-	-	10,00,000	10,00,000	0.12
10	FORESIGHT HOLDINGS PRIVATE LIMITED	SALIM PYARALI GOVANI	-	-	2,40,00,000	2,40,00,000	2.81
11	ANKIT GERA	ANKIT GERA	-	-	1,00,00,000	1,00,00,000	1.17
12	SHILPIKA BHUGRA	SHILPIKA BHUGRA	-	-	20,00,000	20,00,000	0.23
13	SAYUJ GOLCHHA	SAYUJ GOLCHHA	-	-	1,10,00,000	1,10,00,000	1.29
14	RAM KUMAR GIRI	RAM KUMAR GIRI	-	-	10,00,000	10,00,000	0.12
15	CHESHTA BATRA	CHESHTA BATRA	-	-	40,00,000	40,00,000	0.47
16	NIDHI GUPTA	NIDHI GUPTA	-	-	20,00,000	20,00,000	0.23
17	CHANCHAL AGRAWAL	CHANCHAL AGRAWAL	-	-	40,00,000	40,00,000	0.47
18	PREMRATAN SHRISHRIMAL	PREMRATAN SHRISHRIMAL	-	-	30,00,000	30,00,000	0.35
19	NAVBHARAT DWELLINGS PRIVATE LIMITED	ROHIT SHRIVASTAV A	-	-	2,00,00,000	2,00,00,000	2.34
20	TOUCHSTONE VENTURE LLP	ROHIT PARAKH	-	-	20,00,000	20,00,000	0.23
21	SANJIB GANGADEB	SANJIB GANGADEB	-	-	40,00,000	40,00,000	0.47
22	AMOD ANIL KUMAR GUPTA	AMOD ANIL KUMAR GUPTA	-	-	20,00,000	20,00,000	0.23
23	NIKHIL WADHAVKAR	NIKHIL WADHAVKAR	-	-	25,00,000	25,00,000	0.29
24	LATA VIJAY SHAH	LATA VIJAY SHAH	-	-	40,00,000	40,00,000	0.47
25	TMC MINERAL RESOURCES PRIVATE LIMITED	ATUL DWIVEDI	-	-	20,00,000	20,00,000	0.23

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26	MANOJ KUMAR AGRAWAL(HUF)	MANOJ KUMAR AGRAWAL (KARTA)	-	-	50,00,000	50,00,000	0.58
27	SANJIV KUMAR RATHI	SANJIV KUMAR RATHI	-	-	30,00,000	30,00,000	0.35
28	AMIT GOEL	AMIT GOEL	-	0.00	40,00,000	40,00,000	0.47
29	GURMEET OBEROI	GURMEET OBEROI	-	-	10,00,000	10,00,000	0.12
30	BHAVANA JAIN	BHAVANA JAIN	2,50,000	0.04	30,00,000	32,50,000	0.38
31	NISHA BOTHRA	NISHA BOTHRA	-	-	20,00,000	20,00,000	0.23
32	MONA GOENKA	MONA GOENKA	500	0.00	20,00,000	20,00,500	0.23
33	NITIN AGGARWAL	NITIN AGGARWAL	-	-	30,00,000	30,00,000	0.35
34	DALJEET KAUR ANAND	DALJEET KAUR ANAND	13,400	0.00	20,00,000	20,13,400	0.24
35	MANVI SIDDHARTH	MANVI SIDDHARTH	1,00,000	0.02	40,00,000	41,00,000	0.48
36	SWATI SINGH	SWATI SINGH	-	-	1,00,00,000	1,00,00,000	1.17
37	SAVITA AGGARWAL	SAVITA AGGARWAL	-	-	1,00,00,000	1,00,00,000	1.17
38	SWATI GARG	SWATI GARG	-	-	40,00,000	40,00,000	0.47
39	AMIT JAIN	AMIT JAIN	-	-	20,00,000	20,00,000	0.23
40	VANSH MALHOTRA	VANSH MALHOTRA	-	-	34,00,000	34,00,000	0.40
41	NEERAJ SATIJA	NEERAJ SATIJA	-	-	16,00,000	16,00,000	0.19
42	UMESH BAHAL HUF	UMESH BAHAL (KARTA)	1,00,000	0.02	20,00,000	21,00,000	0.25
43	DEEPASHREE VEMURI	DEEPASHREE VEMURI	-	-	20,00,000	20,00,000	0.23
44	SHITIJ DEWAN	SHITIJ DEWAN	1,008	0.00	1,00,00,000	1,00,01,008	1.17
45	VISHAL PACKAGING	VISHAL SINGH	-	-	70,00,000	70,00,000	0.82

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46	INDIANA ENGINEERING WORKS (BOMBAY) PRIVATE LIMITED	PRASHANT GOBIND HINGORANI	-	-	40,00,000	40,00,000	0.47
47	PREMAL KIRAN JAVERI	PREMAL KIRAN JAVERI	-	-	10,00,000	10,00,000	0.12
48	PARAS BADHWAR	PARAS BADHWAR	50,000	0.01	15,00,000	15,50,000	0.18
49	NIRMAL KHETAN	NIRMAL KHETAN	-	-	30,00,000	30,00,000	0.35
50	KHALIL SARVAR	KHALIL SARVAR	-	-	10,00,000	10,00,000	0.12

\* As on 25<sup>th</sup> November, 2022

### 13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	ANIRUDH MOHTA	Not Applicable	Non Promoter
2.	MADHU RATHI	Not Applicable	Non Promoter
3.	RAM SHROFF	Not Applicable	Non Promoter
4.	TANVEER SINGH	Not Applicable	Non Promoter
5.	BLUE SHADES HORIZON HEIGHTS LLP	Not Applicable	Non Promoter
6.	NITIJ AJEET ARENJA	Not Applicable	Non Promoter
7.	NALANDA BUSINESS VENTURES LLP	Not Applicable	Non Promoter
8.	CHERALATHAN	Not Applicable	Non Promoter
9.	ALY NASRUDDIN JAGMAGIA	Not Applicable	Non Promoter
10.	FORESIGHT HOLDINGS PRIVATE LIMITED	Not Applicable	Non Promoter
11.	ANKIT GERA	Not Applicable	Non Promoter
12.	SHILPIKA BHUGRA	Not Applicable	Non Promoter
13.	SAYUJ GOLCHHA	Not Applicable	Non Promoter
14.	RAM KUMAR GIRI	Not Applicable	Non Promoter
15.	CHESHTA BATRA	Not Applicable	Non Promoter
16.	NIDHI GUPTA	Not Applicable	Non Promoter
17.	CHANCHAL AGRAWAL	Not Applicable	Non Promoter

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18.	PREMRATAN SHRISHRIMAL	Not Applicable	Non Promoter
19.	NAVBHARAT DWELLINGS PRIVATE LIMITED	Not Applicable	Non Promoter
20.	TOUCHSTONE VENTURE LLP	Not Applicable	Non Promoter
21.	SANJIB GANGADEB	Not Applicable	Non Promoter
22.	AMOD ANIL KUMAR GUPTA	Not Applicable	Non Promoter
23.	NIKHIL WADHAVKAR	Not Applicable	Non Promoter
24.	LATA VIJAY SHAH	Not Applicable	Non Promoter
25.	TMC MINERAL RESOURCES PRIVATE LIMITED	Not Applicable	Non Promoter
26.	MANOJ KUMAR AGRAWAL(HUF)	Not Applicable	Non Promoter
27.	SANJIV KUMAR RATHI	Not Applicable	Non Promoter
28.	AMIT GOEL	Not Applicable	Non Promoter
29.	GURMEET OBEROI	Not Applicable	Non Promoter
30.	BHAVANA JAIN	Non Promoter	Non Promoter
31.	NISHA BOTHRA	Not Applicable	Non Promoter
32.	MONA GOENKA	Non Promoter	Non Promoter
33.	NITIN AGGARWAL	Not Applicable	Non Promoter
34.	DALJEET KAUR ANAND	Non Promoter	Non Promoter
35.	MANVI SIDDHARTH	Non Promoter	Non Promoter
36.	SWATI SINGH	Not Applicable	Non Promoter
37.	SAVITA AGGARWAL	Not Applicable	Non Promoter
38.	SWATI GARG	Not Applicable	Non Promoter
39.	AMIT JAIN	Not Applicable	Non Promoter
40.	VANSH MALHOTRA	Not Applicable	Non Promoter
41.	NEERAJ SATIJA	Not Applicable	Non Promoter
42.	UMESH BAHAL HUF	Non Promoter	Non Promoter
43.	DEEPASHREE VEMURI	Not Applicable	Non Promoter
44.	SHITIJ DEWAN	Non Promoter	Non Promoter
45.	VISHAL PACKAGING	Not Applicable	Non Promoter
46.	INDIANA ENGINEERING WORKS (BOMBAY) PRIVATE LIMITED	Not Applicable	Non Promoter
47.	PREMAL KIRAN JAVERI	Not Applicable	Non Promoter
48.	PARAS BADHWAR	Non Promoter	Non Promoter
49.	NIRMAL KHETAN	Not Applicable	Non Promoter
50.	KHALIL SARVAR	Not Applicable	Non Promoter

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**14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

During the period from 01<sup>st</sup> April 2022 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:** Not Applicable, as the proposed allotment is made for Cash consideration.

**16. Undertakings:**

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are wilful defaulters or fraudulent borrower.

**18. Pricing:**

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as “Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall not be less than higher of the following:

(a) Rs. 2.64/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 2.55/- each- The Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares on Preferential basis shall be at a price of Rs. 2.64/- each (Face Value Re.1/- each + Premium Rs. 1.64/- each).

However, the Board of the Directors of the Company has decided the issue of Equity Shares on Preferential basis at an Issue Price of Rs. 2.66/- each (including a premium of Rs. 1.66/- each).

**19. Name and the address of Valuer who performed valuation-** Not Applicable.



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## 20. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Amar Patil, (Membership No. 45835), of M/s. Amar Patil & Associates, Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 27<sup>th</sup> December, 2022. This certificate is also placed on the <https://www.kardaconstruction.com/announcements/>

## 21. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

## 22. Material Terms of Issue of Equity Shares

Issue and allotment of 24,00,00,000 Equity Shares at a price of Rs. 2.66/- per share (Face Value of Re. 1/- per share and Premium Rs. 1.66/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

## 23. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

## 24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 24,00,00,000 Equity Shares of Face Value of Re. 1/- (Rupee One) each at an issue price of Rs. 2.66/- each including premium of Rs. 1.66/- each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 26<sup>th</sup> November, 2022.

## 25. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 63,84,00,000/- by way of Preferential Issue of 24,00,00,000 Equity Shares.

## 26. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

## 27. Principle terms of assets charged as securities: Not Applicable

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## 28. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

## Item No. 3: To re-appoint Mr. Sandeep Ravindra Shah, (DIN: 06402659) as an Independent Director of the Company for the Second Term

Mr. Sandeep Shah, as Independent Directors of the Company is proposed to be reappointed for a second and final term of 5 (Five) years with effect from February 18<sup>th</sup>, 2023 to August 17<sup>th</sup>, 2028 based on his skills, experience, knowledge and report of their performance evaluation.

His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution(s). Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

In the opinion of the Board, Sandeep Shah, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Company and are independent of the management.

The copy of the letter for appointment of Mr. Sandeep Shah, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Company has received from Mr. Sandeep Shah (i) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (appointment & qualifications of directors) Rules 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that he is not disqualified in accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

The document relating in this regards are available for inspection at any time, during the business hours at the registered office of the company.

## BY THE ORDER OF THE BOARD OF DIRECTORS FOR KBC GLOBAL LIMITED (Formerly known as Karda Constructions Limited)

MAYURA  
DINESH  
MARATHE  
Digitally signed by  
MAYURA DINESH  
MARATHE  
Date: 2022.12.02  
17:10:53 +05'30'

**MAYURA MARATHE**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO: ACS-44678**

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## (Authorised to sign and serve vide Board Resolution dated 26.11.2022)

Date: December 02, 2022

Place: Nashik

### Annexure

Details of Directors seeking appointment/re-appointment the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Sandeep Shah
Date of Appointment	February 18, 2022
Relationship with Directors and Key Managerial Personnel	NA
Expertise in specific functional area	Mr. Sandeep Shah, is a Non-Executive Independent Director of our Company. He has over 35 years of experience in secretarial, financial, client management and co-ordination with various Stock Exchanges. He is currently working in the secretarial field and mainly handles corporate clients offering services ranging from incorporation of a company to regulatory Liaisoning, compliances, conducting Board Meetings and Annual General Meetings, listings & other corporate actions and various other activities in the life cycle of a company.
Qualification(s)	Graduate
Number of Board meetings attended during	Attended Karda attended 6 out of 15 Board meetings during FY 2021-2022
Terms and Conditions of Reappointment	pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013
Remuneration last drawn (including sitting fees if any)	Sitting fees of ₹ 0.81 Lakhs have been paid for FY 2021-2022.
Remuneration proposed to be paid	Sitting fees would be paid
Board Membership of other listed Companies as on March 31, 2022	1
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022	1
Number of equity shares held in the Company as on March 31, 2022	NA