



# COASTAL ROADWAYS LIMITED

*SAFE & FAST*

CIN : L63090WB1968PLC027373

Corporate Office : 1/1, Camac Street, 5th Floor, Kolkata 700 016, India, Ph : 2217 2222/23/24 Fax : 91 33 22171717 E-mail : coastalgroup@vsnl.net

Ref: CRL /KOL/ SEC/BSE/ JULY -17

July 31, 2017

**The Secretary**

**BSE Limited**

P. J. Towers

25<sup>th</sup> Floor

Dalal Street

Mumbai - 400001

Dear Sir/Madam

Sub: **Intimation of 49<sup>th</sup> Annual General Meeting, E-voting**

This is to inform you that, pursuant to Section 96 of the Companies Act, 2013 the 49<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 5, 2017 at 11.00 a.m. at Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata-700071.

Further, e-voting facility has been made available to all members of the Company. The details of e-voting are as follows:

- a) Date and time of commencement of e-voting - Friday, September 1, 2017 at 9.00 a.m.
- b) Date and time of end of e-voting – Monday, September 4, 2017 at 5.00 p.m.
- c) Cut-off date for determining the eligibility to vote by electronic means or in the AGM - Tuesday, August 29, 2017

Kindly take the same on your records and acknowledge

Yours faithfully,

For **Coastal Roadways Limited**

*Sneha Jain*

(Sneha Jain)

**Company Secretary & Compliance Officer**

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

**NOTICE**

Notice is hereby given that the Forty-Ninth Annual General Meeting of the members of **COASTAL ROADWAYS LIMITED** will be held on **TUESDAY, the 5<sup>TH</sup> DAY OF SEPTEMBER, 2017 at 11:00 A.M.** at the **Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata -700071** to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Kanhaiya Kumar Todi (DIN 00112633), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Smt. Shikha Todi (DIN 00268540), who retires by rotation at this Annual General Meeting, and being eligible has offered herself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Patanjali & Co., Chartered Accountants (Firm Registration Number 308163E) be and are hereby appointed as the Auditors of the Company, for a term of maximum five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 54<sup>th</sup> Annual General Meeting to be held in the calendar year 2022 (subject to ratification by the members at all Annual General meetings) and that the Board of Directors be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**5. Re-appointment of Sri Kanhaiya Kumar Todi as Whole Time Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Kanhaiya Kumar Todi (DIN: 00112633) as Whole Time Director (liable to retire by rotation) designated as ‘Chairman’ of the Company with effect from 5<sup>th</sup> August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Kanhaiya Kumar Todi, subject to the same not exceeding the limits specified under Schedule

V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Re-appointment of Sri Sushil Kumar Todi as Whole Time Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Sushil Kumar Todi (DIN 00309839) as Whole-time Director (liable to retire by rotation) of the Company, with effect from 5<sup>th</sup> August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Sushil Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. Re-appointment of Sri Ashok Kumar Todi as Whole Time Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director (liable to retire by rotation) of the Company, with effect from 5<sup>th</sup> August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Ashok Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**8. Appointment of Sri Udit Todi as Managing Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment and remuneration of Sri Udit Todi (DIN: 00268484) as Managing Director (liable to retire by rotation) designated as ‘Managing Director & Chief Executive Officer (CEO)’ of the Company, for a period of 3 (three) years, with effect from 29<sup>th</sup> May 2017 to 28<sup>th</sup> May 2020, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Udit Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**9. Appointment of Sri Raja Saraogi as Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force to any of the forgoing), Sri Raja Saraogi (DIN 00271334), who was appointed as an Additional Director by the Board of Directors of the Company wef 29<sup>th</sup> May 2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

**10. Appointment of Sri Raja Saraogi as Whole Time Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment and remuneration of Sri Raja Saraogi (DIN:00271334) as Whole-time Director (not liable to retire by rotation) designated as ‘Whole Time Director & Chief Financial Officer (CFO)’ of the Company, for a period of 3 (three) years with effect from 29<sup>th</sup> May 2017 to 28<sup>th</sup> May 2020, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Raja Saraogi , subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

*Registered Office:*  
4 Black Burn Lane,  
Kolkata – 700 012  
**CIN: L63090WB1968PLC027373**  
**29th day of May 2017**

*By Order of the Board*  
**Sneha Jain**  
Company Secretary  
**COASTAL ROADWAYS LIMITED**

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
  2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
  3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of the notice in writing is given to the Company.
  4. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of board committees, shareholding as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are provided as Annexure of this Notice.
  5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24<sup>th</sup> July 2017 to Wednesday, 26<sup>th</sup> July 2017 (both days inclusive).
  6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
  7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  8. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2009-10, 2010-11 and 2011-12 are therefore, advised to approach the Company for the payment thereof as the same will be transferred to the ‘Investor Education and Protection Fund’ of the Central Government on 9<sup>th</sup> September 2017, 17<sup>th</sup> August 2018 and 26<sup>th</sup> August 2019 respectively pursuant to Section 124(5) and 125 of the Companies Act, 2013.
  9. The Ordinary Shares of the Company are listed Bombay Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2017-2018.
  10. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company’s Registrar & Share Transfer Agent, M/s S K Infosolutions Pvt Ltd, 34/1A Sudhir Chatterjee Street, Kolkata – 700 006. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updating of the records.
  11. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
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12. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
13. The SEBI has mandated the submission of PAN by every participant in the security market. Members holding shares in electronic Form /physical Form are therefore, requested to submit their PAN to the Company or its RTA.
14. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form, which is being sent along with the Annual Report. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
16. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.
17. Members desiring any information about accounts or otherwise, are requested to write to the Company, at least 10 days in advance of the Annual General Meeting, to facilitate compilation thereof.
18. The Notice of the 49<sup>th</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

**19. INFORMATION AND OTHER INSTRUCTION RELATING TO REMOTE E-VOTING AND VOTING AT AGM:**

In compliance with Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The Facility for voting, through ballot paper, will also be made available at the AGM and the member attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The e-voting details and instructions for e-voting are as under:

1. The remote e-voting period commences on 1<sup>st</sup> September 2017 (9:00 am) and ends on 4<sup>th</sup> September 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29<sup>th</sup> August 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. Members already registered with NSDL for e-voting will not receive the PDF and shall use their existing User ID & Password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder –Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Coastal Roadways Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dmaa64@yahoo.co.in](mailto:dmaa64@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  5. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
  6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> August 2017.
  7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29<sup>th</sup> August 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [coastalgroup@vsnl.net](mailto:coastalgroup@vsnl.net)/[skcdilip@gmail.com](mailto:skcdilip@gmail.com).
  8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  9. Mr. Debasish Mukhopadhyay Practicing Company Secretary, C.P. NO.:5323 has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  11. The Scrutinizer shall after scrutinizing the votes cast at the meeting through Ballot Paper and through remote e-voting will not later than 3 days of conclusion of meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the company [www.coastalroadways.com](http://www.coastalroadways.com) and on the website of NSDL. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  12. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 5<sup>th</sup> September 2017.
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**ANNEXURE TO THE NOTICE**

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

**Item No.5 to 7**

Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi were appointed as Whole Time Directors of the Company by the members at the Annual General Meeting held on 5<sup>th</sup> day of August 2014 for a period of 3 years. The aforesaid Directors are proposed to be re-appointed for a further period of 3 years with effect from 5<sup>th</sup> August 2017 and their remuneration is also proposed for the same period and they shall all be liable to retire by rotation and their respective designations have been set out in the resolutions proposed at item no. 5 to 7 of notice.

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The broad terms and conditions of their re-appointment and remuneration payable to them are as follows :

**1. DUTIES AND RESPONSIBILITIES:**

Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

**2. REMUNERATION:**

Basic Salary (per month)

| Name                       | Amount     |
|----------------------------|------------|
| 1. Sri Kanhaiya Kumar Todi | ₹ 125000/- |
| 2. Sri Sushil Kumar Todi   | ₹ 100000/- |
| 3. Sri Ashok Kumar Todi    | ₹ 100000/- |

Subject to such increments as the Board may determine.

Others

1. Housing : The Directors who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during their period of service, they shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Smt Shikha Todi Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.5 to 7 of the Notice.

Your consent by way of special resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

The Board recommends the Ordinary resolutions set out at Item No. 5 to 7 of the Notice for approval by the Members.

**Item No. 8**

Pursuant to the resignation of Sri Kanhaiya Kumar Todi as Managing Director & CEO, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee ("NRC Committee") and subject to the approval of the members of the Company elevated Sri Udit Todi, Whole Time Director & CFO as Managing Director & CEO for a period of 3 years with effect from 29<sup>th</sup> May 2017 on the terms and conditions as set out in the resolution.

Sri Udit Todi has been serving the company since 2004 and has been a Whole Time Director since 2008. Keeping in view his professional academic background that Sri Udit Todi has rich and varied experience in the



industry and his continuous association and active participation in the day-to-day management has been very fruitful to the company. It would be in the interest of the company to appoint him for a period of 3 years as Managing Director & CEO of the Company.

The broad terms and conditions of the appointment of and remuneration payable to Sri Udit Todi are as follows :

**1. DUTIES AND RESPONSIBILITIES:**

Sri Udit Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

**2. REMUNERATION:**

Basic Salary (per month)

₹ 1,25,000/- per month, subject to such increments as the Board may determine.

Others

1. Housing : The Director who uses the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during their period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Udit Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Udit Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Smt. Shikha Todi Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.8 of the Notice.

Your consent by way of Ordinary resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

**Item Nos. 9 and 10**

With an aim to broad-base the Board by co-opting experienced and expert professionals, and in order to elevate/ promote the desirable candidate, the Board of directors, based on the recommendation of Nomination and Remuneration Committee ("NRC Committee") and subject to the approval of the members of the Company, have elevated and appointed Sri Raja Saraogi, President as an Additional Director designated as Whole Time Director and Chief Financial Officer of the Company for a period of 3 years with effect from 29<sup>th</sup> May 2017 on the terms and conditions as set out in the resolution.

Sri Raja Saraogi is a Chartered Accountant and a Company Secretary and has around 15 years of professional experience across various businesses in the Coastal Group. As President of the Company, he has been

overseeing the Transportation and Logistic business of the Company since 2007. He has managed to add a series of laurels to his merit. In the year 2013, he was facilitated as Youth Transport Personality – Eastern India at Transport Excellence Awards by Zee News & Mahindra.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013, along with the requisite deposit from a Member specifying his intention to propose the appointment of Sri Raja Saraogi as a Director on the Board of the Company.

The Members are also informed that appointment of Sri Raja Saraogi as the Whole Time Director with effect from 29<sup>th</sup> May 2017, was made at the then remuneration which he was drawing in his capacity as the President of the Company.

The broad terms and conditions of the appointment of and remuneration payable to Sri Raja Saraogi are as follows :

**1. DUTIES AND RESPONSIBILITIES:**

Sri Raja Saraogi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

**2. REMUNERATION:**

Basic Salary (per month)

₹ 70,000/- per month, subject to such increments as the Board may determine.

House Rent Allowance (per month)

₹ 30,000/- per month, subject to such increments as the Board may determine.

Others

1. Company's contribution to Provident Fund as per Rules of the company.
2. Use of car, telephone and other necessary appliances as may be required for company's business.
3. Reimbursement of expenses incurred in relation to the business of the company.
4. Leave and encashment of leave as per policy of the company.
5. Gratuity and/or contribution to the Gratuity Fund of the company.
6. For the purposes of Gratuity, Provident Fund and other like benefits, if any, the service of Sri Raja Saraogi will be considered as continuous service with the Company from the date of joining the Coastal Group.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during their period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of appointment of Sri Raja Saraogi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Raja Saraogi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice. Sri Raja Saraogi is not related to any other Director and Key Managerial Personnel of the Company.

Except Sri Raja Saraogi and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the

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**COASTAL ROADWAYS LIMITED**

said resolution(s). The Board commends the ordinary resolution(s) as set out in Item No(s). 9 and 10 of this Notice for your approval.

**Statement containing information, as required under Schedule V Part II of the Companies Act, 2013 covering item nos. 5 to 10 of the notice is as follows :**

| I. General Information   | Sri Kanhaiya Kumar Todi   | Sri Udit Todi   | Sri Sushil Kumar Todi   | Sri Ashok Kumar Todi  | Sri Raja Saraogi   |
|--|---|---|---|---|--|
| (1) Nature of Industry   | Road Transport  |   |   |   |  |
| (2) Date or expected date of commencement of commercial production   | 24th September 1968   |   |   |   |  |
| (3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable  |   |   |   |  |
| (4) Financial Performance based on given indicators  | Profit after tax for last 3 financial years (a) 2016-17 : ₹24 lacs (b) 2015-16 : ₹81 lacs (c) 2014-15 : ₹37 lacs .  |   |   |   |  |
| (5) Foreign Investments or collaborations if any   | Not applicable  |   |   |   |  |
| <b>II. Information about the appointee</b>   |   |   |   |   |  |
| (1) Background details   | Serving the company since 1974  | Serving the company since 2008  | Serving the company since 1995  | Serving the company since 1994  | Serving the company since 2002   |
| (2) Past Remuneration  | ₹ 125000/- pm   | ₹ 100000/- pm   | ₹ 100000/- pm   | ₹ 100000/- pm   | ₹ 100000/- pm  |
| (3) Recognition or awards  | --  | --  | --  |   | --   |
| (4) Job Profile and his suitability  | Whole time director & Chairman, 43 years of experience in the industry  | Managing Director & CEO, dynamic management professional with 9 years of experience | Whole time director, over 33 years of experience in the industry        | Whole time director, over 33 years of experience in the industry        | Whole time director & CFO, over 15 years of experience in the industry |
| (5) Remuneration proposed  | ₹ 125000/- pm   | ₹ 125000/- pm   | ₹ 100000/- pm   | ₹ 100000/- pm   | ₹ 100000/- pm  |
| (6) Comparative remuneration profile with respect to industry, size of company, profile of the position and person                                     | Commensurate with industry standards  |   |   |   |  |
| (7) Pecuniary Relations directly or indirectly with the company, or relationship with managerial personnel, if any                                     | Remuneration as stated above, Whole Time Director & Promoter  | Remuneration as stated above, Managing Director, KMP & Promoter                     | Remuneration as stated above, Whole Time Director & Promoters' relative | Remuneration as stated above, Whole Time Director & Promoters' relative | Remuneration as stated above, Whole Time Director & KMP                |
| <b>III. Other Information</b>  |   |   |   |   |  |
| (1) Reasons of Loss or inadequate profits  | Oversupply of vehicles due to continuous launch of Start-Up companies with huge foreign funding resulted into weakening of freight rates.   |   |   |   |  |
| (2) Steps taken or proposed to be taken for improvement  | Efforts are being taken to reduce costs & improve operating margins. With past track record of the company and the anticipated political stability and thrust to infrastructure development is expected to revive road transport business and enhance business volumes                                    |   |   |   |  |
| (3) Expected increase in productivity and profits in measurable terms  | Though the turnover in the current period has remain almost same it is expected that with implementation of GST, entry barriers for unorganised players and revival of infra sector the business volumes will increase substantially and the company's operations will become profitable in years to come |   |   |   |  |

The Board of Directors is of the opinion that the above remuneration being paid / payable to them commensurate with the duties and responsibilities and is well within the limits specified in Schedule V of the Companies Act, 2013.

Annexure

**Particulars of Directors proposed to be appointed / re-appointed at the 49<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 5<sup>th</sup> day of September, 2017 at 11:00 A.M.**

**1. Sri Kanhaiya Kumar Todi**

Sri Kanhaiya Kumar Todi, aged about 65 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, financial management, human resource development. He had joined the company as Director in 1974 and has been very instrumental in growth of the company over last 4 decades. He holds 330825 shares of the company in his name as on 31<sup>st</sup> March 2017.

Sri Kanhaiya Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Snuk Housing & Holdings Pvt Ltd., Coastal Properties Pvt Ltd., Coastal Industrial Finance Ltd., Alps Housing & Holdings Ltd., Todi Investments Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd. and Annupurna Tie-up PvtLtd. He is not a member of any committee in any other company.

**2. Sri Udit Todi**

Sri Udit Todi, aged about 32 years has done his Masters in Finance & Investments from The University of Nottingham, UK. He has knowledge, experience and expertise on areas relating to business and financial management. He holds 144600 shares of the company in his name as on 31<sup>st</sup> March 2017.

Sri Udit Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Coastal Properties Pvt Ltd., Continental Road Carriers Pvt. Ltd, CRL Supply Chain Solution Pvt. Ltd., Alps Housing & Holdings Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd., Annupurna Tie-up Pvt Ltd and Snuk Housing & Holdings Pvt Ltd. He is not a member of any committee in any other company.

**3. Sri Sushil Kumar Todi**

Sri Sushil Kumar Todi, aged about 59 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transport, financial management, business administration, express logistic. He does not hold any shares of the company in his name as on 31<sup>st</sup> March 2017.

Sri Sushil Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Todi Investments Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

**4. Sri Ashok Kumar Todi**

Sri Ashok Kumar Todi, aged about 57 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, supply chain management and logistics. He does not hold any shares of the company in his name as on 31<sup>st</sup> March 2017.

Sri Ashok Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Alps Housing & Holdings Ltd., CRL Logistic Pvt Ltd., Coastal Properties Pvt. Ltd., Saveon Logistics Pvt Ltd., Dhvani Developers Ltd., and Add Properties Pvt Ltd. He is not a member of any committee in any other company.

**5. Smt. Shikha Todi**

Smt. Shikha Todi, aged about 61 years is a Commerce Graduate from Sophia College, Mumbai. She possesses wide experience of managing investments into real estate and financial markets and has sharp acumen in human resource management. She has also been actively participating in administration of Social Welfare & Charitable services run by the trusts managed by the Coastal Group with special focus in

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activities relating to child & women welfare. She holds 165527 shares of the company in her name as on 31st March 2017.

Smt. Shikha Todi is a Director in several other Companies viz MM Udyog Ltd., Shikha Leasing & Finance Pvt. Ltd., Alps Housing & Holdings Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Coastal Properties Pvt. Ltd., Todi Sons Ltd., Coastal Agro-Tech India Pvt. Ltd., Udit Properties Pvt. Ltd., Todi Services Ltd., Todi Projects Pvt. Ltd., Snuk Housing & Holdings Pvt. Ltd. She is not a member of any Committee in any other company.

**6. Sri Raja Saraogi**

Sri Raja Saraogi, aged about 38 years had graduated in Commerce with Honours from St. Xavier's College, Kolkata. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Apart from his academic expertise in finance, accounts, taxation and corporate affairs, he has also excelled as a renowned Logistic Professional and has several awards and accolades to his merit. He does not hold any shares of the company in his name as on 31<sup>st</sup> March 2017.

Sri Raja Saraogi is also Director in the two other companies viz. CRL Supply Chain Solution Pvt. Ltd and Best Advertising Solution Ltd. He is not a member of any committee in any other company.

