



## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Kaarya Facilities And Services Limited will be held on Tuesday, the 20<sup>th</sup> day of August, 2024 at 11.00 A.M at the registered office of the Company at Unit No 1101, Lotus Link Square, D N, Nagar, New Link road , Andheri West, Andheri, Mumbai – 400053 to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. Saugata Bhattacharjee (DIN: 01197030) as an Non Executive- Independent Director.**

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 Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Article 27 of the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Saugata Bhattacharjee (DIN 01197030), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 25<sup>th</sup> July, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (5) years, with effect from July 25, 2024 to July 24, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **2. Approval for re-appointment of Mr. Vineet Pandey, as Joint Managing Director for a period of five years and payment of remuneration.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Company be and is hereby accorded for the re-

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appointment of Mr. Vineet Pandey (DIN: 00687215) as the Joint Managing Director of the Company for a further period of 5 (five) years effective from July 25, 2024 to July 24, 2029 not liable to retire by rotation on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Chairman and Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

The main terms and conditions of Mr. Vineet Pandey's re-appointment shall be as under:

1. Mr. Vineet Pandey shall hold office as the Joint Managing Director of the Company for a further period of five years with effect from 25<sup>th</sup> July, 2024 on the terms and conditions hereinafter mentioned.
2. Mr. Vineet Pandey shall act as the Joint Managing Director and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient.
3. The Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board

#### 4. REMUNERATION:

The remuneration payable shall be determined by the Board of Directors, from time to time:

- a. Salary Rs.2,50,000/- per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time.

5. Other terms and conditions: Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Vineet Pandey shall have the power of general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act or any other law or by the Articles of Association of the Company except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the

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Board of Directors. Mr. Vineet Pandey to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/ or the Chairman. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as a Managing Director. The appointment will be for a period of five years which may be terminated by either party giving to the other thirty days' notice in writing or upon Mr. Vineet Pandey ceasing to be a Director of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be required to give effect to this resolution.”

**3. Approval for re-appointment of Mr. Vishal Panchal, as Chairman and Managing Director for a period of five years and payment of remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Vishal Panchal (DIN: 00687445) as the Chairman and Managing Director of the Company for a further period of 5 (five) years effective July 25, 2024 to July 24, 2029 not liable to retire by rotation on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Chairman and Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

The main terms and conditions of Mr. Vishal Panchal’s re-appointment shall be as under:

1. Mr. Vishal Panchal shall hold office as the Chairman and Managing Director of the Company for a further period of five years with effect from 25<sup>th</sup> July, 2024 on the terms and conditions hereinafter mentioned.

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2. Mr. Vishal Panchal shall act as the Chairman and Managing Director and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient.

3. The Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board

#### 4. REMUNERATION:

The remuneration payable shall be determined by the Board of Directors, from time to time:

a. Salary Rs.2,50,000/- per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time.

5. Other terms and conditions: Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Vishal Panchal shall have the power of general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act or any other law or by the Articles of Association of the Company except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors. Mr. Vishal Panchal to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/ or the Chairman. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as a Managing Director. The appointment will be for a period of five years which may be terminated by either party giving to the other thirty days' notice in writing or upon Mr. Vishal Panchal ceasing to be a Director of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be required to give effect to this resolution."

#### **4. Re-appointment of Mrs. Smriti Chhabra (DIN: 07894310) as an Independent Director of the Company for second term**

**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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mrs. Smriti Chhabra (DIN: 07894310), who is eligible for re-appointment and who meets the criteria for

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independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office for the second consecutive term of five years i.e. from July 25, 2024 to July 24, 2029 (both days inclusive), not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mrs. Smriti Chhabra shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**5.To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.5 Crores (Rupees Five Crores Only).

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

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**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**6. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.5 Crores (Rupees Five Crores Only).

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**7. Approval of Material Related Party Transactions**

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To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of provisions of Regulation 23(4) and Section 188 of the Companies Act , 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder including relevant circulars, and other applicable laws, including any amendments, modifications, variation, re-enactments thereof and pursuant to approval of the Audit Committee , the members do hereby accord their approval to the Board of Directors (hereinafter referred to as the “Board”) for entering into material related party transactions ,contract and arrangements and (whether individually or taken together or series of transactions or otherwise), with below mentioned parties for financial year 2024-2025 whether by way of continuation(s) or renewal(s) or modification(s) of earlier contracts/arrangements/transactions or as fresh and independent transactions or otherwise as mentioned hereunder:

i. Purchase and sale of goods & services

ii. providing of Loans

iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;

for upto 6 crores shall be carried out at an arm’s length basis and in the ordinary course of business of the Company, inter alia as per details provided herein below:

Name of related party	Nature of transaction	Estimated spends for FY 2024-25
Kaarya Next Solutions Pvt Ltd	i. Purchase and sale of goods & services ii. providing of Loans iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;	Upto 5 Crores
Evetan Fintech Pvt Ltd	i. Purchase and sale of goods & services ii. providing of Loans iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;	Upto 50 Lakh
Brassbell Tech and Services	i. Purchase and sale of goods & services ii. providing of Loans iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;	Upto 50 Lakh

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**RESOLVED FURTHER THAT** any directors of the Company be and are hereby authorised severally to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary eforms, if any, with the Registrar of Companies, Mumbai.”

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey  
Joint Managing Director  
(DIN: 00687215)

Date :25<sup>th</sup> July, 2024

Registered Office:  
Unit No 1101, Lotus Link Square,  
D N Nagar, New Link road,  
Andheri West Andheri,  
Mumbai 400053.

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**Notes:**

1. The explanatory statement pursuant to Sections 102 of the Act stating all material facts and the reasons for the proposals set out in all resolutions is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.  
A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The EOGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, July 19, 2024.
4. In line with the MCA Circulars, the EOGM Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the EOGM Notice will also be available on the Company's website at [www.kaarya.co.in](http://www.kaarya.co.in), and on the website of KfinTech at <https://evoting.kfintech.com>.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFIN Technologies Private Limited, at [evoting@Kfintech.com](mailto:evoting@Kfintech.com).
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the EOGM Notice and pre-paid business reply envelopes are not being sent to shareholders for this EOGM. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Tuesday, August, 13, 2024 will be considered for the purpose of e-voting.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Tuesday, August, 13, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KfinTech. The instructions for e-voting are provided as part of this EOGM Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this EOGM Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Monday, August 19, 2024 to be eligible for being

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considered, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, on or before Thursday, August 22, 2024 and will also be displayed on the website of the Company ([www.kaarya.co.in](http://www.kaarya.co.in)), besides being communicated to the Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, August 20, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [info@kaarya.co.in](mailto:info@kaarya.co.in).

#### **General information and instructions relating to e-voting.**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:  
Commencement of e-voting: Saturday, August 17, 2024, 09:00 Hours IST.  
End of e-voting: Monday, August 19, 2024, 17:00 Hours IST
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:
- Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

- I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode with NSDL</a>	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’</li> </ol> </li> </ol>

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	<p>section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</p>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KfinTech</b> and you will be redirected to e-Voting website of <b>KfinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

## KAARYA FACILITIES & SERVICES LIMITED

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Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from kFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVSN" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

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- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [compliance@sarkcs.in](mailto:compliance@sarkcs.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the EOGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, EOGM Notice and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item 1

Mr. Saugata Bhattacharjee was appointed as an Additional Non Executive-Independent Director of the Company by the Board of Directors in Board Meeting held on 25<sup>th</sup> July, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Saugata Bhattacharjee, as a candidate for the office of a Director. The brief profile of Mr. Saugata Bhattacharjee is given below: Saugat Bhattacharya is a dynamic entrepreneur, visionary creative director, and producer who has made significant strides in the fields of advertising, marketing, digital content production and MSME digitization. Based out of Mumbai, he is the founder and CEO of two innovative companies: Tryangles Nexxt, and BUG-Bharat Udyog Gaurav.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Non Executive Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Saugata Bhattacharjee has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Saugata Bhattacharjee as Non-Executive Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 24<sup>th</sup> July 2029.

In the opinion of the Board, Mr. Saugata Bhattacharjee fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mr. Saugata Bhattacharjee possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Saugata Bhattacharjee, Director as an Non Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Saugata Bhattacharjee as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Non-Executive Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Saugata Bhattacharjee is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Mr. Saugata Bhattacharjee, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Directors recommend the resolutions for approval by the members.

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## Item 2

Considering the significant contributions made by Mr. Vineet Pandey and the crucial role towards the growth of the Company, the Board of Directors of the Company at its meeting held on 25<sup>th</sup> July, 2024 and subject to the approval of the Shareholders, re-appointed Mr. Vineet Pandey as Joint Managing Director of the Company for another term of 5 (five) years with effect from July 25, 2024 to July 24, 2029 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The main terms and conditions of Mr. Vineet Pandey's re-appointment shall be as under:

1. Mr. Vineet Pandey shall hold office as the Joint Managing Director of the Company for a further period of five years with effect from 25<sup>th</sup> July, 2024 on the terms and conditions hereinafter mentioned.
2. Mr. Vineet Pandey shall act as the Joint Managing Director and may devote such time in the performance of his duties as the Joint Managing Director of the Company as it is considered necessary and expedient.
3. The Joint Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board

#### 4. REMUNERATION:

The remuneration payable shall be determined by the Board of Directors, from time to time:

a. Salary Rs.2,50,000/- per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time.

5. Other terms and conditions: Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Vineet Pandey shall have the power of general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act or any other law or by the Articles of Association of the Company except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors. Mr. Vineet Pandey to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/ or the Chairman. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as a Joint Managing Director. The appointment will be for a period of five years which may be terminated by either party giving to the other thirty days' notice in writing or upon Mr. Vineet Pandey ceasing to be a Director of the Company

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Vineet Pandey, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

### **Item 3**

Considering the significant contributions made by Mr. Vishal Panchal and the crucial role towards the growth of the Company, the Board of Directors of the Company at its meeting held on 25<sup>th</sup> July, 2024 and subject to the approval of the Shareholders, re-appointed Mr. Vishal Panchal as Chairman and Managing Director of the Company for another term of 5 (five) years with effect from July 25, 2024 to July 24, 2029 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The main terms and conditions of Mr. Vishal Panchal's re-appointment shall be as under:

1. Mr. Vishal Panchal shall hold office as the Chairman and Managing Director of the Company for a further period of five years with effect from 25<sup>th</sup> July, 2024 on the terms and conditions hereinafter mentioned.

2. Mr. Vishal Panchal shall act as the Chairman and Managing Director and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient.

3. The Chairman and Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board.

#### **4. REMUNERATION:**

The remuneration payable shall be determined by the Board of Directors, from time to time:

a. Salary Rs.2,50,000/- per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time.

5. Other terms and conditions: Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Vishal Panchal shall have the power of general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act or any other law or by the Articles of Association of the Company except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors. Mr. Vishal Panchal to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/ or the Chairman. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as a Managing Director. The

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appointment will be for a period of five years which may be terminated by either party giving to the other thirty days' notice in writing or upon Mr. Vishal Panchal ceasing to be a Director of the Company

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Vishal Panchal, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

#### **Item 4**

While considering the proposal for re-appointment of Mrs. Smriti Chhabra as an Non-Executive Independent Director of the Company, the Nomination and Remuneration Committee ('NRC') of the Company took note of the positive outcome of her performance evaluation. It also took note of the significant contributions by Mrs. Smriti Chhabra to the discussions of the Board and the Committees of which she is a member, which in turn enhanced the value of such discussions. Further, it also took note of the knowledge, acumen, expertise, experience and consistent time commitment of Mrs. Smriti Chhabra towards Board and Committee meetings held during his tenure. Based on the above factors, the NRC recommended to the Board the re-appointment of Mrs. Smriti Chhabra as an Non-Executive Independent Director of the Company. The Board, based upon the recommendation of the NRC, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Mrs. Smriti Chhabra (DIN: 07894310) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e., from July 25, 2024 to July 24, 2029 (both days inclusive). Mrs. Smriti Chhabra has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs and (iii) she is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director. In the opinion of the Board, Mrs. Smriti Chhabra is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for reappointment as an Independent Director and her is independent of the management. Mrs. Smriti Chhabra holds Post Graduate Program in Advertisement and Communications. Mrs. Smriti Chhabra has over 12 years of experience across industries. She has effectively conceptualized and executed multi-disciplinary International Programs in India for the US market. In the Advertising & Marketing industry, with some of the leading organizations, she has successfully launched and managed several brands, and led various campaigns. The Board firmly believes that the expertise and the experience that Mrs. Smriti Chhabra brings to the Board deliberations would be of significant value in Company's transformation and would make her continued association as an Independent Director of immense benefit to the Company.

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Mrs. Smriti Chhabra is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mrs. Smriti Chhabra, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 4 of the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mrs. Smriti Chhabra as an Independent Director in the best interests of the Company and recommends the Special Resolution as set out at Item No. 4 for approval of Members.

#### **Item 5**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 25<sup>th</sup> July, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs.5 Crores (Five Crores only). Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company. None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any). Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

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#### **Item 6**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on July 25, 2024 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate amount of Rs.5 Crores (Five Crore) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013. The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any). Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

#### **Item 7**

Pursuant to Regulation 23 and other applicable provisions of the SEBI Listing Regulations, it is required to obtain prior approval of members by means of ordinary resolution for all material related party transactions and subsequent material modifications, notwithstanding, such transactions are in the ordinary course of business of the concerned company and at arm's length basis.

A transaction with a related party shall be considered material if the transaction to be entered into individually or taken together with previous transaction during the financial year exceeds rupees one

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thousand crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower

Details of the proposed transactions with Related party are as follows:

Name of the Related Party	Kaarya Next Solutions Pvt Ltd	Brassbell Tech and Services	Evetan Fintech Pvt Ltd
Nature of Relationship	Company in which Directors are interested	Company in which Directors are interested	Company in which Directors are interested
Tyres/Particulars of the Transactions	i. Purchase and sale of goods & services ii. providing of Loans/issuance of guarantee and security iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;	i. Purchase and sale of goods & services ii. providing of Loans/issuance of guarantee and security iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;	i. Purchase and sale of goods & services ii. providing of Loans/issuance of guarantee and security iii. any other contracts/arrangements/transactions including but not limited to reimbursement of expenses;
Nature, material terms, value of the proposed transaction and particulars of contract/arrangement	Transactions are in the normal course of business. Monetary value of RPTs for sale/purchase of raw material between the Company and RPT shall not exceed 5 crores	Transactions are in the normal course of business. Monetary value of RPTs for sale/purchase of raw material between the Company and RPT shall not exceed 50 Lakhs	Transactions are in the normal course of business. Monetary value of RPTs for sale/purchase of raw material between the Company and RPT shall not exceed 50 Lakhs
Tenure of the transaction	One year i.e FY 2024-2025	One year i.e FY 2024-2025	One year i.e FY 2024-2025
Name of the director or key managerial personnel who is related, if any,	None of the Directors or Key Managerial Personnel of the Company except Mr. Vineet Pandey & Mr. Vishal Panchal are interested in or beneficiaries of these transactions.	None of the Directors or Key Managerial Personnel of the Company except Mr. Vineet Pandey & Mr. Vishal Panchal are interested in or beneficiaries of these transactions.	None of the Directors or Key Managerial Personnel of the Company except Mr. Vineet Pandey & Mr. Vishal Panchal are interested in or beneficiaries of these transactions.

In FY 2024-2025, the aforementioned transactions, in the aggregate are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is sought for all such contracts/arrangements/transactions to be taken (Whether individually or taken together or series of transactions or otherwise) whether by way of

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continuation/ extension/renewal modification of earlier arrangements/transactions or as fresh and independent transactions or otherwise in FY 2024-2025.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and therefore are exempt from the provisions of Section 188(1) of the Act, and the rules made thereunder, however, for abundant caution, approval of members under the said Section 188 and rules thereunder is also being sought.

In view of the above, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company with Related Parties Whether individually or taken together or series of transactions or otherwise) whether by way of continuation/ extension/renewal modification of earlier arrangements/transactions or as fresh and independent transactions or otherwise not with standing the fact that all such transactions entered into during the FY 2024-2025 whether individually or in aggregate may exceed materiality threshold as above.

In terms of Regulation 23(3) of the SEBI Listing Regulations, the Audit committee in its meeting held on 25<sup>th</sup> July, 2024 has granted its omnibus approval for related parties transactions proposed to be entered into by the Company with Related Parties as mentioned above during the FY 2024-2025 as stated in the resolution and explanatory statement. The Audit Committee has further noted that the said transactions are on arm's length basis and in the ordinary course of the business of the Company. The management has provided the Audit Committee with a description of the transactions including material terms and basis of pricing

Accordingly, the Board recommends passing of the ordinary resolution contained in the Item No.7 of this Notice.

Mr. Vineet Pandey and Mr. Vishal Panchal being substantial shareholders of Kaarya Next Solutions Pvt Ltd and Evetan fintech Pvt Ltd are deemed to be interested in the Resolution. None of the Directors, key Managerial Personnel and their relatives are concerned or interested in the above resolution.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, related parties as defined thereunder whether such party is a party to the aforesaid transactions or not shall not vote on the resolution under item no. 7 of this notice

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey

Joint Managing Director

(DIN: 00687215)

Date :25<sup>th</sup> July, 2024

**KAARYA FACILITIES & SERVICES LIMITED**

1101, Lotus Link Square, D N Nagar, New Link Road, Andheri (West) Mumbai - 400053  
CIN No. : L93090MH2009PLC190063, E-mail: info@kaarya.co.in, Url : www.kaarya.co.in



Registered Office:  
Unit No 1101, Lotus Link Square,  
D N Nagar, New Link road,  
Andheri West Andheri,  
Mumbai 400053.

**KAARYA FACILITIES & SERVICES LIMITED**

1101, Lotus Link Square, D N Nagar, New Link Road, Andheri (West) Mumbai - 400053  
CIN No. : L93090MH2009PLC190063, E-mail: [info@kaarya.co.in](mailto:info@kaarya.co.in), Url : [www.kaarya.co.in](http://www.kaarya.co.in)

Lotus Link Square

- Lotus Link Square Metro Station, New Lin...
- Dhuru Apartment Swatantryaveer Savark...
- Deepak Hospital Road Mira Road East, MI...
- Teen Dongari, Prem Nagar, Goregaon We...
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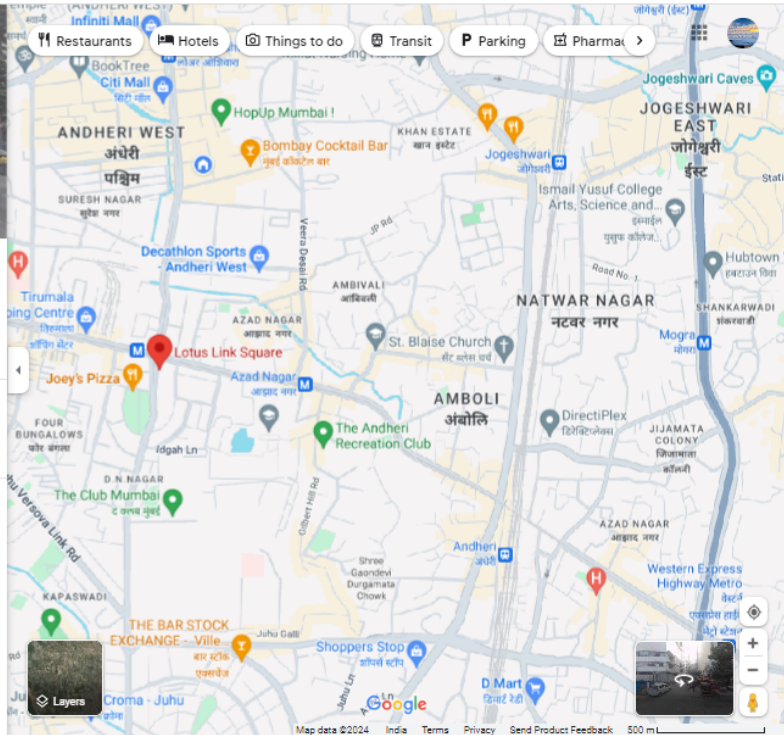
Metro Station, New Link Rd, near D.N.Nagar, Manmandir Co-operative Housing Society, Shitladevi Chawl, D.N.Nagar, Andheri West, Mumbai, Maharashtra 400053

Located in: D.N. Nagar

4RHJ+2G Mumbai, Maharashtra

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**Form No. MGT-11**  
**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management Administration) Rules, 2014)

**KAARYA FACILITIES AND SERVICES LIMITED**

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 1101, LOTUS LINK SQUARE, D N NAGAR, NEW LINK ROAD, ANDHERI  
WEST, MUMBAI, MAHARASHTRA, INDIA, 400053

Name of Member : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E Mail ID : \_\_\_\_\_

Folio No./ Client ID : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Kaarya Facilities And Services Limited, hereby appoint

1. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, August 20, 2024 at 11.00 a.m. at the registered office of the Company at Unit No 1101, Lotus Link Square, D N Nagar, New Link Road, Andheri West, Mumbai, Maharashtra, India, 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1.Appointment of Mr. Saugata Bhattacharjee (DIN: 01197030) as an Non Executive- Independent Director – Special Resolution		
2. Approval for re-appointment of Mr. Vineet Pandey, as Joint Managing Director for a period of five years and payment of remuneration - Ordinary Resolution		
3. Approval for re-appointment of Mr. Vishal Panchal, as Chairman and Managing Director for a period of five years and payment of remuneration- Ordinary Resolution		
4. Re-appointment of Mrs. Smriti Chhabra (DIN: 07894310) as an		

Independent Director of the Company for second term- Special Resolution		
5. To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013- Special Resolution		
6. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 - Special Resolution		
7. Approval of Material Related Party Transactions- Ordinary Resolution		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholders \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix Rs. 1 Revenue Stamp
---------------------------------

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.*

**ATTENDANCE SLIP**

**KAARYA FACILITIES AND SERVICES LIMITED**

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 1101, LOTUS LINK SQUARE, D N NAGAR, NEW LINK ROAD, ANDHERI  
WEST, MUMBAI, MAHARASHTRA, INDIA, 400053

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra Ordinary General Meeting of the Shareholders of the Company being held on, Tuesday, August 20, 2024 at 11.00 a.m. at the registered office of the Company at Unit No 1101, Lotus Link Square, D N Nagar, New Link Road, Andheri West, Mumbai, Maharashtra, India, 400053.

DP Id. : \_\_\_\_\_

Client ID : \_\_\_\_\_

Folio No. : \_\_\_\_\_

No. of Share Held : \_\_\_\_\_

Name of Shareholder: \_\_\_\_\_

Name of Joint holder : \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be Filed in case of the proxy attends instead of shareholder)

\_\_\_\_\_  
Signature of Shareholder/Proxy