

## NOTICE

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Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the members of KBC Global Limited formerly known as Karda Construction Limited will be held on Friday, 30<sup>th</sup> September, 2022 at 12.30 p.m., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact following business:

### Ordinary Businesses: -

1. To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Devesh Karda (DIN: 09053865), who retires by rotation and being eligible, offers herself for reappointment.

### Special Businesses: -

3. To appoint Mrs. Ziral Pankajkumar Soni, (DIN:09213763) as a non Executive Independent director.

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

**“RESOLVED THAT** Mrs.Ziral Pankajkumar Soni, (DIN:09213763) who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and

recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to five consecutive years with effect from October 25,2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. To re-appoint Mr. Rahul Kishor Dayama, (DIN: 07906447) as an Independent Director of the Company for the Second Term.

**“RESOLVED THAT,** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company, proposing his candidature for the office of director pursuant to Section 160 of Companies Act,2013 be and is hereby accorded to re-appoint Mr. Rahul Kishor Dayama, (DIN: 07906447), as an Independent Director of the Company for second and final term of five years, being not liable to retire by rotation.

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

5. To ratify remuneration payable to the Cost Auditors, M/s. C Y & Associates for the Financial Year 2022-2023.

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the remuneration of ₹ 65,000/- (Rupees Sixty- Five Thousand only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid M/s. C Y & Associates, (Firm Registration No.00334), Cost Auditors of the Company, for the Financial Year 2022-23 as approved by the Board of Directors of the Company, at its Meeting held on 3<sup>rd</sup> June,2022, be and is hereby ratified and confirmed.

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

6. To Increase the Authorised Share Capital of the Company and consequential amendment in ‘Memorandum of Association’ of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 75,00,00,000/- (₹. Seventy Five Crores only) divided into 75,00,00,000 (Seventy Five Crore) Equity shares of ₹ 1/- each to ₹. 1,00,00,00,000 (₹. One hundred Crores only) divided into 1,00,00,00,000 (One hundred Crores) Equity shares of ₹. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

‘V. The Authorised Share Capital of the Company is ₹ 1,00,00,00,000/- (₹ One hundred Crores Only) divided into 1,00,00,00,000 (One hundred Crores) equity shares of ₹ 1/- (₹ One only) each.’

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to

give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

Thanking You,

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

**MAYURA MARATHE  
COMPANY SECRETARY  
MEMBERSHIP NO: ACS-44678  
(Authorised to sign and serve vide  
Board Resolution dated 08.09.2022)  
Date: September 8,2022**

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**NOTES:**

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 to 6 of the accompanying Notice, is annexed hereto.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
- Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- Members of the Company under the category of Institutional Investors are

encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the company by email to [admin@kardaconstruction.com](mailto:admin@kardaconstruction.com).

- The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30,2022. Members seeking to inspect such documents can send an email to [admin@kardaconstruction.com](mailto:admin@kardaconstruction.com).
- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars.
- Members are requested to address all correspondence, including dividend-related matters, to RTA, Link Intime India Private Limited,C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
- In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations

and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“evoting”) facility provided by Link Intime India Private Limited (“LI IPL”). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice. The Board has appointed Mr. Amar Patil of M/S Amar Patil & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 23,2022, may cast their votes electronically. The e-voting period commences on Monday, September 26,2022 (9:00 a.m. IST) and ends on Thursday , September 29,2022 (5:00 p.m. IST). The e-voting module will be disabled thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 23,2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- The facility for voting during the AGM will also be made available. Members present in

the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

- Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 23,2022, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 23,2022, may follow steps mentioned in the Notice under “Instructions for e-voting”.
- In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 14th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Link Intime Private Limited at instameet@linkintime.co.in to receive copies of the Annual Report 2021-2022 in electronic mode.

- Members may follow the process detailed below for registration of email ID to obtain the Annual Report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
	Registering email address	Updating bank account details
Physical	Send a written request to the RTA of the Company, Link Intime Private Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. 001 Tel: +91020 - 26161629 providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) and self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.	Send a written request to the RTA of the Company, Link Intime Private Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. 001 Tel: +91020 - 26161629 providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) and self-attested copy of the cancelled cheque leaf bearing the name of the first holder for updating bank account details. The following additional details / documents

		need to be provided in case of updating bank account details: <ul style="list-style-type: none"> <li>Name and branch of the bank in which you wish to receive the dividend, the bank account type</li> <li>Bank account number allotted by their banks after implementation of core banking solutions</li> <li>9-digit MICR Code Number</li> <li>11-digit IFSC</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- Members may also note that the Notice of the 15th AGM and the Annual Report 2021-2022 will also be available on the Company's website, <https://www.kardaconstruction.com/investors>, websites of the stock exchanges, i.e. BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of LinkIntime India Pvt Ltd ie. <https://instavote.linkintime.co.in/>.
- Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

- SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
- As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.kardaconstruction.com>.
- The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.kardaconstruction.com](http://www.kardaconstruction.com).
- Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- At the Eleventh General Meeting held on 29th September, 2018, the members appointed M/S Sharp Aarth & Co, Chartered Accountants (Firm Registration No.132748W), as Statutory Auditors of the Company to hold office for a period of 5 years from the

conclusion of the Eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the sixteenth AGM.

- Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier

#### **Remote e-Voting Instructions for shareholders:**

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
1. Existing IDeAS user can visit the e-Services website of NSDL viz...

- <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
    1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
    2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
    3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
    4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

#### **Login method for Individual shareholders holding securities in physical form is given below:**

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

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

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

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

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

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

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).



4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders:**

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

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

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

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

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

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

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

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

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

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

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

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

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

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

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

• Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

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

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

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

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

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device

which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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

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

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

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

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have

not exercised their vote through the remote e-voting can cast the vote as under:

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

7. Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

experience.

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

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

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

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

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**Annexure**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the [link](https://www.webex.com/download.s.html/)
- or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

## ANNEXURE TO THE NOTICE

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

### **Item No. 3:**

The Board of Directors in its meeting held on October 25, 2022 and on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Ziral Pankajkumar Soni, as Additional Non-executive, Independent director till ensuing General meeting.

The Company has received from Mrs. Ziral Soni (DIN: 09213763), a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

None of the directors or Key Managerial Personnel and their relatives are concerned or interested in the passing of the aforesaid resolution.

As required pursuant to the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI, details regarding appointment of Mrs. Ziral Soni (DIN: 09213763) is given in the Annexure.

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

### **Item No. 4:**

Mr. Rahul Kishor Dayama, as Independent Directors of the Company is proposed to be reappointed for a second and final term of 5 (Five) years with effect from August 31, 2022 to August 29th, 2027 based on his skills, experience, knowledge and report of their performance evaluation.

His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution(s).

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

In the opinion of the Board, Mr. Rahul Kishor Dayama, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Company and are independent of the management. The copy of the letter for appointment of Mr. Rahul Kishor Dayama, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Company has received from Mr. Rahul Kishor Dayama (i) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (appointment & qualifications of directors) Rules 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that they are not disqualified in

accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

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

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

#### **Item No. 5:**

The Board on the recommendation of the Audit Committee, has approved at their Meeting held on June 03, 2022 the appointment of M/s C Y & Associates, Cost Accountants, Nashik (Firm Registration No. 00334), as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of 65,000/- (Rupees Sixty Five Thousand) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice.

This item of special business to be transacted at the Annual general meeting of the company does not relate to or affects any other company. Therefore, the extent of shareholding interest in other company/(s) of every promoter, director, manager, if any, and of every other key managerial personnel of the Company need not be set out in this statement and hence not given.

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

The document/(s) mentioned above is/are available for inspection at any time, during the business hours at the registered office of the company:

1. Certified true copy of resolution passed
2. Appointment letter of Cost auditor
3. Consent of Cost auditor and profile

#### **Item No. 6:**

The present Authorised Share Capital of the Company is Rs. 75,00,00,000 (Rupees Seventy Five crore) comprising of 75,00,00,000 (Seventy Five crore) Equity Shares of Rs.1/- each. The board recommends passing the resolution, as an Ordinary Resolution, with or without modifications.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 8th September, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 75,00,00,000 (Rupees Seventy-Five crore) to Rs. 1,00,00,00,000 (Rupees One hundred Crore) by creation of 25,00,00,000 (Twenty Five Crore) additional equity share of Rs.1/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 75,00,00,000 (Rupees Seventy Five crore) to Rs. 1,00,00,00,000 (Rupees One Hundred Crore) by creation of 25,00,00,000 (Twenty Five Crore) additional equity shares of Rs.1/- each ranking pari-passu with the existing Equity Shares in all respects as per the

Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Item No. 6 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, 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.

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

**MAYURA MARATHE  
COMPANY SECRETARY  
MEMBERSHIP NO: ACS-44678  
(Authorised to sign and serve vide Board Resolution dated 08.09.2022)**

Date: September 8, 2022

Place: Nashik

#### Annexure

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

Name of the Director	Mr. Devesh Karda	Mrs. Ziral Soni	Mr. Rahul Kishor Dayma
Date of Appointment	October 11,2021	October 25,2021	August 31,2022
Relationship with Directors and Key Managerial Personnel	Son of Mr. Naresh Karda, (DIN: 01741279) Chairman & Managing Director	NA	NA
Expertise in specific functional area	Mr. Devesh Karda has a demonstrated history of entrepreneurial ventures and experience in the Real Estate sector. He	Ms. Ziral P. Soni is a Company Secretary having extensive experience in providing services and consultancy in Incorporation, Company Law, Securities Law, Finance and Secretarial Audits. She has completed her Masters in Commerce from Gujarat	Rahul Dayma is a Member of The Institute of Chartered Accountants of India since November 2016. He has also completed his Bachelors of Commerce from North Maharashtra University, Jalgaon in the year 2006. He had earlier worked with Hari

	<p>completed his diploma in Civil Engineering from Sandip Foundation Nashik. Prior to his appointment as a director he has been working with KBC Global Limited. At Goda Sanman Puraskar, 2020 he received accolade as the Youth Entrepreneur in Real Estate sector. Mr. Devesh Karda is adept with the intricacies of accomplishing sales, understanding of market and consumers, contemporary strategy and business promotion. He possesses leadership experience in handling managerial and strategic planning with a vision of the future.</p>	<p>University and underwent her Apprenticeship Training under M/s Shah &amp; Santoki Associates. She has previously worked as a Company Secretary for; Art Nirman Ltd., Duracon Vitrified Private Limited and Mishtann Foods Limited. She is thoroughly adept with Corporate and Regulatory compliances which is demonstrated by her work experience and accolades.</p>	<p>Bhakti &amp; Co. He has conducted Risk based Internal, Process &amp; Information Technology audits for Banking, Financial, Manufacturing, Service, Health care and others Industries. He is practicing independently as a chartered accountant since February 2017.</p>
Qualification (s)	Diploma in Civil Engineering	Company Secretary	Chartered Accountant
Number of Board meetings attended during	Attended 6 out of 15 Board meetings during FY 2021- 2022	Attended 4 out of 15 Board meetings during FY 2021- 2022	



Terms and Conditions of Reappointment	In terms of Sec 152 (6) of Companies Act, 2013 who was appointed as director at the Extra Ordinary General Meeting held on , Saturday November 13, 2021, is now liable to retire by rotation.	pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013	pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013
Remuneration last drawn (including sitting fees if any)	NA.	No sitting fees have been paid during the FY 2021-2022	He has been paid sitting fees of Rs. 1.68 Lakhs for FY 2021-2022
Remuneration proposed to be paid	As per the resolution and explanatory statement annexed to this notice	Sitting fees would be paid	Sitting fees would be paid
Board Membership of other listed Companies as on March 31, 2022	NA	2	2
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022	NA	1	2
Number of equity shares held in the Company as on March 31, 2022	NIL	NA	NA