

Notice

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting (AGM) of the Members of **KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED** will be held on Tuesday, the 29th day of September 2015 at 11:00 A.M. at Agora, 5th Floor Axis Mall, Unit-A(Block-B) Plot No. CF9, Major Arterial Rd, Action Area 1C, Newtown, Kolkata-700156 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the report of Board of Directors and Auditor's Report thereon.
2. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Ramesh Kumar Mehra (DIN-00086598), a Director liable to retire by rotation does not seek re-appointment and is therefore not re-appointment as Director of the Company.
"RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not to filled up".
3. To ratify the appointment of Auditor and to authorise the Board of Directors to fix their remuneration and in connection therewith 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 provision of Section 139, 149 & other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and resolution passed by the Members at the Annual General Meeting (AGM) held on 30.09.2014, the appointment of M/s. Sumanta & Co., Chartered Accountants, Kolkata (Firm Registration No. 322554E) as Auditor of the Company to hold office until the conclusion of the 25th AGM of the Company be and is hereby rectified on such remuneration as may be determined by the Board of Directors' of the Company".

SPECIAL BUSINESS

4. Appointment of Mrs. Minoti Nath as an Independent Director for a term of five years.
 To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mrs Minoti Nath, (holding DIN: 07017530), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November, 2014 under Section 161(1) of the Companies Act, 2013, read with Article 116 of the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature

for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, to hold office for five consecutive years upto 13th November, 2019."

5. To consider and accord new Article of Association.
 To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association".
"RESOLVED FURTHER THAT any one of the Directors of the Company and/or Mr. Tarkeshwar Singh, Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution".
6. To mortgage undertaking of Company under section 180(1)(a) of Companies Act, 2013.
 To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 to the Board of Directors of the Company to mortgage, hypothecate or in any other way of charge in favour of the lenders all or any of the movable and/or immovable properties of the Company, both present and/or future of the whole or substantially the whole of the undertaking or undertakings of the Company for availment of any loan or guarantee or issue of Debenture and to secure the payment of interest thereon or any fees charges or expenses relating thereto and in the case of borrowing against debenture holders the said security in the favour of lender and/or trustee for such debenture holder where required on such terms and conditions as may be approved by the Board of Directors".
"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things in connection therewith and incidental thereto as the Board of Directors in its absolute discretion may deem fit, to give effect to this resolution".

By Order of the Board

Kaushalya Infrastructure Development Corporation Ltd

Place : Kolkata
 Dated : August 13, 2015

Tarkeshwar Singh
 Company Secretary

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Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form, in order to be effective, must be duly completed, stamped and lodged with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

A person can act, as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 29th September, 2015 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
4. Members who hold shares in dematerialised form are requested to bring their Demat Statement mentioning therein the Client ID and DP ID numbers along with a Photo Identity Card for easy identification of attendance at the meeting.
5. Corporate members are requested to send a duly certified copy of the Board Resolution under section 113 of Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
6. Shareholders holding shares in physical form are requested to advise the company and the members holding shares in dematerialized form are requested to advise their Depository Participants immediately about any change in their address.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: www.kaushalya.net under the section 'Investor Relationship'.
8. Electronic copy of the Notice of the 23rd Annual General Meeting along with the Annual Report 2014-15 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Depository Participants(s)/Company for communication purposes unless any member has requested for a hard copy of the same. For

members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of 23rd Annual General Meeting and the Annual Report 2014-15 will also be available on company's website: www.kaushalya.net for download.
10. The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays.
12. Members holding shares in physical mode are requested to provide their Email Id, CIN/ Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 for receiving all communications/ documents electronically.

Members holding in demat mode are requested to provide the above information to their depository participant.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
14. The Directors seeking appointment have furnished the requisite declarations.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility of remote e-voting to all members,

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for which purpose the Company has engaged the services of National Securities Depository Limited (NSDL).

17. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 2015 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM.
18. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have already cast their vote through remote e-voting can attend AGM but shall not be entitled to cast their votes again.
19. E-voting Process:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper/ Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 26th September, 2015 (9:00 am) and ends on 28th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; **"Kaushalya Infrastructure Development remote e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kaushalya Infrastructure Development Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format)



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of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to abhi30390@gmail.com with a copy marked to evoting@nsdl.co.in and info@kaushalya.net.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance slip for the AGM

EVEN (Remote e-voting Event**Number** _____**User ID** _____**Password** _____

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) mentioned in A above, to cast vote.

Other Instruction

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA at rta@cbmsl.com mentioning his/her Folio No. or DP ID and Client ID.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot

User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper/polling paper.
- XIII. Mr. Abhishek Kumar Pandey, Practising Company Secretary (Membership No. A33116, C.P No. 12294) who had consented to act as the Scrutiniser, was appointed by the Company as the Scrutiniser to scrutinise the voting process (electronically or otherwise) for the 23rd Annual General Meeting of the Company in a fair and transparent manner and submit a Consolidated Scrutiniser's Report of the total votes cast to the Chairman or a person authorised by him in writing.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of Company www.kaushalya.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to stock exchange where Company's shares are listed.

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EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

Mrs. Minoti Nath (holding DIN: 07017530) was appointed as Additional Director in the capacity of Woman Non-Executive Independent Director with effect from 13th November, 2014 under Section 161(1) of the Companies Act, 2013 read with Article 116 of the Articles of Association of the Company. She holds office up to the date of ensuing Annual General Meeting of the Company and is eligible for re-appointment as Independent Director for five consecutive years upto 13th November, 2019. The Company has received notice under Section 160 of the Companies Act, 2013 proposing his appointment as an Independent Director of the Company. Mrs. Minoti Nath is a director whose period of office is not liable to determination by retirement of directors by rotation under section 159 of the Companies Act, 2013. In the opinion of the Board, she fulfills the conditions specified in the Listing Agreement and Companies Act, 2013 and rules made thereunder for appointment as Independent Director. Copy of the draft letter of appointment setting out the terms and conditions would be available for inspection without any fee at the Registered Office of the Company during normal business hours on any working day.

Details regarding Mrs Minoti Nath and his brief resume are given in the Annexure attached to the Notice. Keeping in view his experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for approval of the members.

Except Mrs. Minoti Nath, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.4.

The Directors recommend the aforesaid Resolution for the approval by the Members as Ordinary Resolution.

Item No. 5

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the coming into force of 2013 Act,

several Regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/ incorporation of provisions of 2013 Act. In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company www.kaushalya.net.

The Members of the Company can also obtain a copy of the same from the Company's Registered Office. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

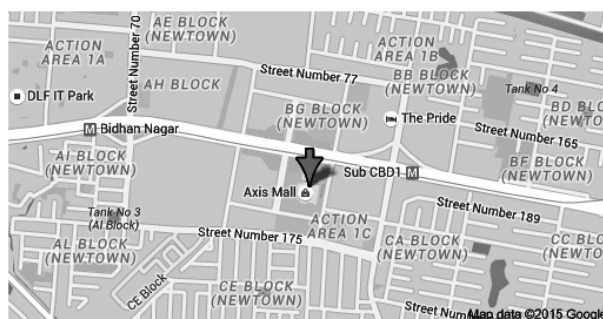
Item No. 6

The company in its Annual General Meeting held on 19th April, 2006 has passed an ordinary resolution under Section 293(1)(a) of the Companies Act, 1956 authorizing the Board of Directors of the Company to mortgage, hypothecate or in any other way charge in favour of the lenders all or any of the movable and/ or immovable properties of the company for securing any loan, guarantee or security availed from lenders. Now, a special resolution is required to be passed under Section 180(1)(a) of the Companies Act, 2013 for the aforesaid purpose. Therefore, the approval of shareholders is being sought under Section 180(1)(a) of the Companies Act, 2013 to sell, lease, mortgage, charge, hypothecate or otherwise dispose off the whole or substantially the whole of the undertaking of the company. The Board of Directors therefore recommends the passing of special resolution contained in item No. 6 of the notice.

None of the directors or KMP or their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Route Map to the venue of the 23rd AGM of Kaushalya Infrastructure Development Corporation Limited





Notice (Contd.)

Details of Directors seeking appointment / reappointment at the Annual General Meeting as per clause 49 of the Listing Agreement with the stock exchanges.

Particulars	Mrs. Minoti Nath
Date of Birth	July 28, 1956
Date of Appointment	November 13, 2014
Educational Qualification	Bachelor of Arts
Expertise in specific functional areas	Expertise in Management and Operation of diverse nature of business. She runs her own boutique business.
Directorship in other Companies as on March 31, 2015	None
Membership/Chairmanship in other Public Companies (only in Audit and Stakeholders Relationship Committee) as on March 31, 2015	NIL
Number of shares held as on March 31, 2015	NIL
Inter se relation between Directors'	Not related

KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**Registered Office :** HB-170, Sector-III, Salt Lake, Kolkata-700 106**CIN NO :** L51216WB1992PLC055629**Telephone :** (033) 2334-4148, **Fax :** (033) 2334-4148, **Email :** info@kaushalya.net, **Website :** www.kaushalya.net**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 11.00 AM at Agora, 5th Floor Axis Mall, Unit-A (Block-B) Plot No. CF9, Major Arterial Rd, Action Area 1C, Newtown, Kolkata- 700 156.

Folio No/DP ID & Client ID :**Share Holding :****Serial No :****Name :****Name(s) of Joint Holder(s), if any :****Address :**

Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**PROXY FORM : MGT-11****Registered Office :** HB-170, Sector-III, Salt Lake, Kolkata-700 106**CIN NO :** L51216WB1992PLC055629**Telephone :** (033) 2334-4148, **Fax :** (033) 2334-4148, **Email :** info@kaushalya.net, **Website :** www.kaushalya.net

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

Name of the Member(s):

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Kaushalya Infrastructure Development Corporation Limited, holding Equity Shares of the above named Company, hereby appoint :

- 1) Name : Address :
E-mail ID : Signature : or failing him/her;
- 2) Name : Address :
E-mail ID : Signature : or failing him/her;
- 3) Name : Address :
E-mail ID : Signature : or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 11.00 AM at Agora, 5th Floor Axis Mall, Unit-A(Block-B) Plot No. CF9, Major Arterial Rd, Action Area 1C, Newtown, Kolkata- 700 156 at any adjournment thereof in respect of following resolutions:

S. No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company for Financial Year ended on 31st March 2015, Reports of the Board of Directors and Auditors thereon.		
2.	To retire Mr. Ramesh Kumar Mehra (DIN-00086598) who retires by rotation and not to fill the vacancy.		
3.	Rectification of appointment of Statutory Auditors.		
Special Business			
4.	Appointment of Mrs. Minoti Nath (DIN-007017530) as a Non- Executive Independent Director of the Company.		
5.	Approval of Article of Association of the Company as per the Companies Act, 2013.		
6.	Approval under section 180(1)(a) of the Companies Act, 2013.		

Signed thisday of2015

Signature of Shareholder.....

Signature of Proxy holder.....

Affix
Revenue
Stamp of
1/- here

- Notes:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office or Head and Corporate Office not less than 48 hours before the commencement of the AGM.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 23rd Annual General Meeting of the Company.
 3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
102834		

Note: Please refer to AGM Notice for E-voting instructions.**The e-voting facility will be available during the following voting period:**

Commencement of Remote E-voting	End of Remote E-voting
9.00 a.m. (IST) on September 26, 2015	5.00 p.m. (IST) on September 28, 2015