



Kaushalya Infrastructure Development Corporation Limited

CIN: L51216WB1992PLC055629

Regd. Office: HB- 170, Sector- III, Salt Lake, Kolkata- 700106

Tel No: 033 2334 4148; E-mail: info@kaushalya.net; Website: www.kaushalya.net

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulation") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines issued by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular No. 09/2023 issued on 25 September 2023 and latest being No. 09/2024 dated 19th September, 2024 read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business set out in this Notice is proposed for consideration by the Members of Kaushalya Infrastructure Development Corporation Ltd (the 'Company') and for approval by means of Postal Ballot by voting through electronics means ("remote e-voting") only.

In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (LODR) Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent, CB Management Services Pvt Ltd ("Registrar and Transfer Agent"). The Company has provided e- voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e- Voting process not later than 5:00 PM IST on Monday, 4th August 2025, failing which it will be strictly considered that no reply has been received from the Member.

The Company has in compliance with Rule 22(5) of the Rules, has appointed M/s. M. Shahnawaz & Associates, Practicing Company Secretaries (Membership No. 21427, COP. No. 15076) as "Scrutinizer" to scrutinize the Postal Ballot process in a fair and transparent manner. The Company has received consent from M/s. M. Shahnawaz & Associates, Practicing Company Secretaries to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit their report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The Scrutinizer's decision on the validity of the votes shall be final.

The result of the Postal Ballot will be announced on or before Tuesday, 5th August, 2025 and will be displayed at the Company's website <http://www.kaushalya.net> besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date for receipt of votes through e-Voting, i.e., Monday, 4th August 2025 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolution appended below.

The Resolution proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statement setting out the material facts are as follows:

➤ **Item No. 1:**

Re-appointment of Mr. Ram Krishna Mondal (DIN: 02065330) as Independent Director of the Company.

To consider and if thought fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, in their respective meetings held on 6th May, 2025, Mr. Ram Krishna Mondal (DIN:02065330), who was appointed as an Independent Director of the Company for a first term of Five (5) consecutive years and whose term expired on 6th May, 2025, and who is eligible for re-appointment and has submitted a declaration that he meets the criteria of independence as provided under the Act and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five (5) consecutive years from 6th May, 2025 to 5th May, 2030."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Ram Krishna Mondal shall, in the capacity of Non-Executive Independent Director be entitled to receive the remuneration/fees/commission as permitted under the Act and 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 and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

➤ **Item No. 2:**

Continuation of Mr. Ram Krishna Mondal (DIN: 02065330) as a non-executive Independent Director of the Company beyond the age of 75 Years.

To consider and if thought fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable provisions

of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the approval of the Members of the Company be and is hereby accorded for continuation of Mr. Ram Krishna Mondal (DIN: 02065330) as a Non-Executive Independent Director of the Company, beyond the age of 75 years, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

➤ **Item No. 3:**

Re-appointment of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company.

To consider and if thought fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company for a period of Five (5) years w.e.f. 3rd September, 2025, who is liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

➤ **Item No. 4:**

Continuation of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company beyond the age of 70 Years.

To consider and if thought fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 196, 196(3), 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company at their meeting held on June 28, 2025, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of **Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company**, who will attain the age of 70 years.

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

➤ **Item No. 5:**

Re-appointment of Mr. Tarak Nath Mishra (DIN: 08845853) as Whole-time Director of the Company.

To consider and if thought fit, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Tarak Nath Mishra (DIN: 08845853) as Whole-time Director of the Company for a period of Five (5) years w.e.f. 28th August, 2025, who is liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

➤ **Item No. 6:**

Re-appointment of Mr. Sanjay Lal Gupta (DIN: 08850306) as Whole-time Director of the Company.

To consider and if thought fit, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Lal Gupta (DIN: 08850306) as Whole-time Director of the Company for a period of Five (5) years w.e.f. 28th August, 2025, who is liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

Dated: 28 th June, 2025 Registered Office: HB-170, Sector III, Salt Lake, Kolkata-700106 CIN-L51216WB1992PLC055629 Phone - 033-23344148 Email - info@kaushalya.net	By Order of the Board Kaushalya Infrastructure Development Corporation Ltd Sanjay Lal Gupta Whole-time Director & Company Secretary Membership No: 43560
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NOTES:

(1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.

(2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).

(3) The Board of Directors of the Company at their meeting held on 28th June, 2025 has appointed M/s. M. Shah Nawaz & Associates, Practicing Company Secretaries (Membership No. 21427, COP. No. 15076) as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.

(4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://www.kaushalya.net> and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(5) All the material documents referred to in the explanatory statement will be available at website of the Company at <http://www.kaushalya.net> and 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 inf@kaushalya.net

(6) Mr. Sanjay Lal Gupta, Whole-time Director & Company Secretary of the Company is the officer authorised to ensure smooth conduct of the e-Voting.

(7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 27th June, 2025 ("Cut-off Date").

The Notice is also uploaded on the website of the Company at <http://www.kaushalya.net> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".

(8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

(9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at info@kaushalya.net or write to RTA's email address at rta@cbmsl.com.

(10) The instructions for Remote e-Voting are as under:

(i) In compliance with the provisions of Sections 110 and 102 of the Act read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members.

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 27th June, 2025 ("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. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

(iii) The Remote e-Voting period commences from 9:00 AM IST on Saturday, 5th July, 2025 and ends at 5:00 PM IST on Monday, 4th August, 2025. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.

(iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., Monday, 4th June, 2025 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.

The details of the process and instructions for members for Remote e-Voting are as under:

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful

in demat mode
with NSDL.

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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. 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>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to msassociates16@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@kaushalya.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@kaushalya.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT Pursuant to section 102(1) of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 1

Re-appointment of Mr. Ram Krishna Mondal (DIN: 02065330) as Independent Director of the Company.

The Members of the Company, at their meeting held on 28th September, 2020, had approved the appointment of Mr. Ram Krishna Mondal (DIN: 02065330) as an Independent Director of the Company for a term of five (5) consecutive years effective from 7th May, 2020, in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Mondal's current term as Independent Director is expired on 6th May, 2025 and based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on 6th May, 2025, and considering his active contribution and valuable guidance provided to the Board and the Company during his tenure, the Board of Directors, at their meeting held on 6th May, 2025, have approved the re-appointment of Mr. Mondal as an Independent Director for a second term of Five (5) consecutive years, subject to the approval of the Members by way of a Special Resolution.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Mr. Mondal has given his consent to act as an Independent Director and has submitted a declaration stating that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

In the opinion of the Board, he is a person of integrity, possesses relevant expertise and experience, and fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management.

The Board considers that the continued association of Mr. Mondal would be beneficial to the Company. He will bring considerable professional experience, independent judgment, and valuable guidance to the Board and recommends the resolution for approval of the Members as a Special Resolution.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during business hours (between 2.00 p.m. and 5.00 p.m.) on all working days (except Saturdays, Sundays and Holidays) up to the last date of the receipt of the Postal Ballot and is also available on the website of the Company i.e. <http://www.kaushalya.net>.

Mr. Mondal is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions are enclosed and forms part of this Notice as Annexure-A.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Ram Krishna Mondal, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

Item No. 2

To approve continuation of Mr. Ram Krishna Mondal (DIN: 02065330) as a non-executive Independent Director of the Company beyond the age of 75 Years.

As per the provisions of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect and justification thereof is provided in the explanatory statement.

Mr. Mondal will attain the age of 75 years in October 2025, i.e. during his tenure as Director.

The Board considers that the continued association of Mr. Mondal would be beneficial to the Company. He will bring considerable professional experience, independent judgment, and valuable guidance to the Board and recommends the resolution for approval of the Members as a Special Resolution.

The Board considers that the continued association of Mr. Mondal would be beneficial to the Company and recommends the resolution for approval of the Members as a Special Resolution.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved continuation of Mr. Mondal as a Non-Executive Independent Director beyond the age of 75 years, subject to the approval of the Members by way of Special Resolution.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 2 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Ram Krishna Mondal, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

Item No. 3

Re-appointment of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director for a further term of 5 years from 3rd September, 2025, subject to the approval of shareholders.

Mr. Mehra has been associated with the Company for several years and has contributed significantly to its operational and strategic growth. The Board is of the opinion that his continued association will benefit the Company immensely.

Brief Profile of Mr. Mahesh Mehra:

Mr. Mehra has been associated with the Board of the Company since its inception. He brings with him extensive expertise in the management and operations of businesses across diverse sectors, with a strong emphasis on strategic planning, enhancing operational efficiency, and driving organizational growth.

Key Terms of re-appointment:

- Period: 5 (five) years commencing from September 3, 2025 to September 2, 2030
- Remuneration:
 1. Basic Salary: Rs. 95,000/- (Rupees Ninety-Five Thousand Only) per month payable including Transport Allowance of Rs. 15,000/- (Rupees Fifteen Thousand Only). The annual increment will be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee as per the remuneration policy of the Company.
 2. Overall Remuneration:

The aggregate of salary, allowances, perquisites, and other benefits payable to Mr. Mishra shall not exceed the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.
 3. Sitting Fees: Mr. Mishra shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.
 4. Perquisites: Valued as per actual expenditure incurred by the Company or as prescribed under the Income Tax Act, 1961 or relevant rules thereunder, as applicable.

The Company has received consent from Mr. Mehra to act as a director and a declaration that he is not disqualified from being re-appointed under the Act.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 3 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Mahesh Mehra and his relatives (to the extent of their shareholding/direct interest), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

Item No. 4**Continuation of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director of the Company beyond the age of 70 Years.**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Mr. Mahesh Mehra (DIN: 00086683) as Whole-time Director for a further term of 5 years from 3rd September, 2025, subject to the approval of shareholders.

He is going to attain the age of 70 years in the coming of months. In order to be compliant with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Whole-time Director of the Company on attaining age of 70 years in light of his vast immense knowledge and enrich technical experience which he has been contributing immensely in the growth of the Company since its incorporation. Hence, approval of the members is sought for the continuation of Mr. Mahesh Mehra as Whole-time Director of the Company on attaining the age of

70 years. All other terms and conditions of his appointment Including perquisites and benefits etc. shall remain same to the extent approved by the members of the Company.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Mahesh Mehra and his relatives (to the extent of their shareholding/direct interest), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

Item No. 5

Re-appointment of Mr. Tarak Nath Mishra (DIN: 08845853) as Whole-time Director of the Company.

The Members of the Company, at the Annual General Meeting held on 28th September, 2020, had approved the appointment of Mr. Tarak Nath Mishra (DIN: 08845853) as Whole-time Director of the Company for a period of five (5) years, effective from August 29, 2020, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board at their meeting held on August 29, 2020.

Mr. Mishra's current term as Whole-time Director will expire on August 28, 2025. Considering his rich experience in finance, taxation, accounting, and corporate administration, and based on the performance and valuable contributions made during his tenure, the Nomination and Remuneration Committee, at their meeting held on 28th June, 2025, recommended his re-appointment for a further term of five (5) years. The Board of Directors, at their meeting held on 28th June, 2025, approved the re-appointment of Mr. Mishra as Whole-time Director for another five year term, effective from August 29, 2025, subject to the approval of shareholders.

Brief Profile of Mr. Tarak Nath Mishra:

Mr. Tarak Nath Mishra, aged about 56 years, is a Commerce Graduate from Calcutta University and has been associated with the Company in various senior roles, including that of Chief Financial Officer. He possesses more than 35 years of experience in the fields of finance, personnel and administration, corporate finance, accounting systems, direct and indirect taxation, and related regulatory matters. His continued association with the Company in a leadership capacity is expected to provide stability and financial discipline to the organization.

Key Terms of Re-appointment:

- Period: 5 (five) years commencing from August 29, 2025 to August 28, 2030
- Remuneration:
 1. Basic Salary: Not applicable separately, as he continues to draw salary in the capacity of Chief Financial Officer of the Company.
 2. Overall Remuneration:

The aggregate of salary, allowances, perquisites, and other benefits payable to Mr. Mishra shall not exceed the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

3. Sitting Fees: Mr. Mishra shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.
4. Perquisites: Valued as per actual expenditure incurred by the Company or as prescribed under the Income Tax Act, 1961 or relevant rules thereunder, as applicable.

The above shall be treated as a written memorandum under Section 190 of the Companies Act, 2013, setting out the terms of his re-appointment.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 5 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Tarak Nath Mishra (to the extent of his shareholding/direct interest), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a Special Resolution.

Item No. 6

Re-appointment of Mr. Sanjay Lal Gupta (DIN: 08850306) as Whole-time Director of the Company.

The Members of the Company, at the Annual General Meeting held on 28th September, 2020, had approved the appointment of Mr. Sanjay Lal Gupta (DIN: 08850306) as Whole-time Director of the Company for a period of five (5) years, effective from August 29, 2020, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board at their meeting held on August 29, 2020.

Mr. Gupta's current term as Whole-time Director will expire on August 28, 2025. Considering his rich experience in legal, corporate and secretarial, finance, taxation, accounting, and corporate matters, and based on the performance and valuable contributions made during his tenure, the Nomination and Remuneration Committee, at their meeting held on 28th June, 2025, recommended his re-appointment for a further term of five (5) years. The Board of Directors, at their meeting held on 28th June, 2025, approved the re-appointment of Mr. Mishra as Whole-time Director for another five year term, effective from August 29, 2025, subject to the approval of shareholders.

Brief Profile of Mr. Sanjay Lal Gupta:

Mr. Sanjay Lal Gupta, aged about 34 years, holds a Bachelor's and Master's degree in Commerce from the University of Calcutta, with specialization in Accounts, Taxation, and Corporate Laws. He is also an Associate Member of the Institute of Company Secretaries of India (ICSI) and has more than 9 years of post-qualification experience, primarily in corporate, legal, and secretarial matters, with special focus on corporate governance, SEBI regulations, and company law compliance.

Mr. Gupta is currently serving the Company as the Whole-time Company Secretary and is responsible for the Company's overall Corporate Secretarial functions, including compliance management, regulatory advisory, and governance matters. His continued association is expected to contribute meaningfully to the legal and regulatory functions of the Company.

Key Terms of Re-appointment:

- Period: 5 (Five) years commencing from August 29, 2025 to August 28, 2030
- Remuneration:
 1. Basic Salary: Not applicable separately, as he continues to draw salary in the capacity of Company secretary of the Company.
 2. Overall Remuneration:

The aggregate of salary, allowances, perquisites, and other benefits payable to Mr. Mishra shall not exceed the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.
 3. Sitting Fees: Mr. Gupta shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.
 4. Perquisites: Valued as per actual expenditure incurred by the Company or as prescribed under the Income Tax Act, 1961 or relevant rules thereunder, as applicable.

The above shall be treated as a written memorandum under Section 190 of the Companies Act, 2013, setting out the terms of his re-appointment.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 6 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Lal Gupta (to the extent of his shareholding/direct interest), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a Special Resolution.

Annexure-A

Details of Directors seeking appointment / reappointment

[In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Particulars	Mr. Ram Krishna Mondal	Mr. Mahesh Mehra	Mr. Tarak Nath Mishra	Mr. Sanjay Lal Gupta
DIN	02065330	00086683	08845853	08850306
Date of Birth / Age	October 29, 1950	November 17, 1955	January 5, 1969	September 15, 1990
Date of first appointment on the Board	May 07, 2020	June 4, 1992	August 29, 2020	August 29, 2020
Qualifications	Degrees in B.Sc. in Chemistry Honors, B. Tech in Chemical Engineering & Chemical Technology, M. Tech in Chemical Technology and also Ph.D in Chemical Technology.	B.Com Graduate from Calcutta University	B.Com Graduate from Calcutta University	Company Secretary, Bachelors and Masters in Commerce with specialization in Accounts, Taxation and Corporate Laws.
Expertise in specific functional areas	Administration, Corporate Strategy	Business Management, Strategy	Finance, Taxation, Corporate Finance	Corporate Law, Secretarial, SEBI Laws, legal and finance
Experience (in years)	46 + years	45+ years	34+ years	9+ years (Post Qualification)
Terms and conditions of appointment / reappointment	As per resolutions at Item No. 1 & 2 of the Notice	As per resolutions at Item No. 3 & 4 of the Notice	As per resolution at Item No. 5 of the Notice	As per resolution at Item No. 6 of the Notice
Remuneration proposed to be paid	No remuneration/ salary shall be paid except sitting fee	As per the explanatory statement	As per the terms of appointment and remuneration policy of the Company	As per the terms of appointment and remuneration policy of the Company
Directorships held in other companies	Aglow Quality Control Laboratory Private Limited	1. Keleenworth Marketing Pvt. Ltd. 2. Trimurti	NIL	NIL

Particulars	Mr. Ram Krishna Mondal	Mr. Mahesh Mehra	Mr. Tarak Nath Mishra	Mr. Sanjay Lal Gupta
		Component Pvt. Ltd.		
Chairmanship / Membership of Committees in other companies	1. Audit Committee 2. Nomination and Remuneration Committee	1. Audit Committee 2. Stakeholder's Relationship Committee	NA	NA
Shareholding in the Company	NIL	481	15	1
Relationship with other Directors and KMPs	None	None	None	None