

## NOTICE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty-Seventh (37<sup>th</sup>) Annual General Meeting of the members of Konark Builders & Developers Limited will be held on Friday, the 30<sup>th</sup> September, 2022 at 11:00 a.m. at Registered Office of the Company at 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad Gujarat 380015 to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Audited Financial Statements, for the financial year ended as on March 31, 2022 together with the Reports of the Directors and the Statutory Auditor, thereon.**
2. **To appoint a director in place of Mr. Ashishkumar Limbani (DIN: 08271635), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**
3. **Appointment of M/s Shah Thacker & Co. Chartered Accountants (FRN: 129967W) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. B.R. Pancholi & Co. Chartered Accountants.**

To Consider and if thought fit, to pass with or without modification(s) the following resolution as a ordinary Resolution:

”RESOLVED THAT pursuant to the provisions of Section 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Shah Thacker & Co., (New Auditor) Chartered Accountants (FRN.: 129967W), Ahmedabad, be and are hereby appointed as Statutory Auditors of the company, to fill the casual vacancy caused by the Resignation of M/s B. R. Pancholi & Co. Chartered Accountants, Vadodara, to hold office for the consecutive period of five years from the conclusion of this Annual General Meeting till the Financial year 2026-27, at such remuneration as may be mutually agreed between Board of Directors of the Company And Auditors.”

”RESOLVED FURTHER THAT to give effect to this Resolution, Mr. Ashish Limbani, (DIN : 07244521) Director of the Company be and is hereby authorize to settle any question, difficulty or doubt that may arise with regard to giving effect of the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.”

### SPECIAL BUSINESS:

4. **Change of Object Clause of the Memorandum of the Association of the Company.**

To consider passing of the following resolution as a special Resolution

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto, and the rules

and regulations made thereunder (collectively “the Act”), and subject to the approval of statutory or regulatory authority, as may be necessary, the approval of the members of the Company be and is hereby accorded for amendment to the Objects Clause, and for commencement of all or any of the business proposed in the amended Objects Clause of the Memorandum of Association of the Company, as follows:

After the existing Clause A. (12) of the Objects clause of the Memorandum of Association of the Company, the following new Clause (13) be inserted as under:

To provide IT - enabled services to its clients, the gamut of services extending from the most technical, IT - enabled research and development to such simple works as Application Software Development, spectrum of services includes Web Design, Web Development, Mobile Apps Development, Application Software Development, Computer Infrastructure Maintenance, Graphic designing, Business Process Outsourcing, Engineering Services, Consulting Services, Manpower supply, Game development, Real cash game development, Financial and Banking Solutions, Education and Training, study, design, development, implementation, support and management of computer-based information systems, particularly software applications and computer hardware, hardware used for all the industries like servers, firewall, router, switches & storage etc ,import export and reselling of all the hardware related services like installation commissioning and support services, to develop, provide, undertake, design, import export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**5. To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Director of a 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 sections 149,152 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) Mr. Hiteshkumar G. Pedhadiya (DIN :- **09730310**), who was appointed as an additional Director on 8th day of September, 2022 and in respect of whom the company has received a notice in writing from a

member proposing his candidature for the office of the director, be and is hereby appointed as director of the company liable to retire by rotation”

“**RESOLVED FURTHER THAT** directors/company secretary of the company, be and is hereby severally authorized to file necessary returns/forms to the registrar of the companies and to do all such acts, deeds and things that maybe necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Managing Director of a Company**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the appointment of Mr. Hiteshkumar G. Pedhadiya (DIN: 09730310) as Managing Director of the Company, whose office will be liable to for a period of five years from September 08, 2022 to September 07, 2027 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**7. Appointment of Ms. Hiral Vinodbhai Patel, as a non executive independent director of the company for five consecutive years:**

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

“RESOLVED THAT pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Hiral Vinodbhai Patel (DIN:09719512) , who was appointed as an additional director of the Company and who has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that she fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company

under Section 164 of the Companies Act, 2013, be and is hereby appointed as a Non – Executive Independent Director of the Company for a term of consecutive period of five years.”

Place: Ahmedabad  
Date: 8<sup>th</sup> September, 2022

For and on behalf of the Board

Sd/-  
Hiteshkumar pedadiya  
Managing Director  
DIN: 09719512

**Registered Office:**

505, Abhishree Adroit,  
Nyay Marg, Nr. Mansi Circle,  
Vastrapur, Ahmedabad – 380015,  
Gujarat, India.

**Notes:**

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on Friday, August 26, 2022. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
4. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from, 24th September, 2022 to 30th September, 2022 (both days inclusive) in connection with AGM.

7. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.

8. Members are requested to quote Folio number in all their correspondences.

9. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.

10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website [www.konarkdevelopers.in](http://www.konarkdevelopers.in) and may be accessed by the members.

11. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.

12. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. Friday, September 23, 2022 who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by NSDL, through their portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from 09.00 A.M. on Thursday, September 27, 2022 and end at 5:00 P.M. on Friday, September 29, 2022. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.

14. The Member who transfers his / her shares after the Cut-off date i.e. Friday, September 23, 2022 is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.

15. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. Friday, August 26, 2022 may request to the Company on registered mail ID of the company i.e. [kbd184@gmail.com](mailto:kbd184@gmail.com) to obtain the User ID & Password.

16. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on or before 10.00 A.M. ON Sunday, October 2, 2022 and communicated to the CSE Limited where the shares of the Company are listed.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **27<sup>th</sup> September, 2022 at 09:00 A.M.** and ends on **29<sup>th</sup> September, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

### **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 and joining virtual meeting 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 in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="540 285 1380 909">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="540 940 1380 1094">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="540 1140 1380 1724">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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.



<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 022-23058542-43

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 \_\_\_\_\_ with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [Ishu Tayal at evoting@nsdl.co.in](mailto:Ishu Tayal at evoting@nsdl.co.in)

**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 '[kbd184@gmail.com](mailto:kbd184@gmail.com)'.
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 '[kbd184@gmail.com](mailto:kbd184@gmail.com)'.
3. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login,

you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at '[kbd184@gmail.com](mailto:kbd184@gmail.com)' The same will be replied by the company suitably.

Place: Ahmedabad  
Date: 8<sup>th</sup> September, 2022

For and on behalf of the Board

Sd/-  
Hiteshkumar pedadiya  
Managing Director  
DIN: 09719512

**Registered Office:**  
505, Abhishree Adroit,  
Nyay Marg, Nr. Mansi Circle,  
Vastrapur, Ahmedabad – 380015,  
Gujarat, India.

## EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under

### ITEM NO-3:

Appointment of M/s Shah Thacker & Co. Chartered Accountants (FRN129967W) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. B.R. Pancholi & Co. Chartered Accountants

M/s. Pawan Siddharth & Co., Chartered Accountants, (FRN.: 119243W), Ahmedabad have tendered their resignation from the position of Statutory Auditors due to their preoccupation in other assignments resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General meeting.

The Board proposes that M/s. Shah Thacker & Co, Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B.R. Pancholi & Co., Chartered Accountants. M/s. Shah Thacker & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### Item No. 4

#### **Alteration / Amendment to the Main Object Clause of the Memorandum of Association.**

The principal business of the Company is of Construction, it is proposed to modify the Main Objects clause of the Memorandum of Association of the Company by inserting new clause authorizing the Company to carry on business of Information Technology.

The proposed change of the Objects clause requires approval of the members by way of a Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed Memorandum of Association of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of the

General Meeting and shall also be uploaded on the website of the Company at "[kbd184@gmail.com](mailto:kbd184@gmail.com)".

The aforesaid documents shall also be available for inspection during the General Meeting.

None of the directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution except to the extent of their respective shareholding in the Company.

Members' approval is sought by way of special resolution proposed under Item no. 4 of the accompanying Notice for alteration / modification in the Object Clause of the Memorandum of Association.

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

The Board of Directors (the Board) based on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Hiteshkumar Pedhadiya as an Additional Director as on 8th September, 2022 and he holds office upto the date of this AGM, pursuant to the provisions of the Companies Act, 2013. Mr. Hiteshkumar Pedhadiya has a wider experience in various sectors viz, real estate broking, education, logistics etc. Mr Hiteshkumar Pedhadiya has given his consent to act as an Director of the company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Hiteshkumar Pedhadiya as Director of the Company.

No other Director and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice. Shareholders are requested to appoint Mr. Hiteshkumar Pedhadiya as an Director of the Company by passing **Ordinary Resolution**.

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

The Board of Directors has, proposed to appoint him as Managing Director for a term of five years from 8th September, 2022.

The remuneration proposed to be paid to Mr. Hiteshkumar Pedhadiya and the perquisites proposed to be provided to him are set out below:

1. Salary – upto Rs. 15,000 per month
2. Increments - Such increments as may be fixed by the Board of Directors from time to time.
3. Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
4. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
5. Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

#### MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Hiteshkumar Pedhadiya as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

#### OTHER TERMS AND CONDITIONS

1. He shall not be paid any sitting fees for attending Board/ Committee Meetings.
2. The appointment may be terminated by the Company or by Mr. Kalpen Shah by giving not less than One months' prior notice in writing.

The Directors are of the opinion that Mr. Dipenkumar's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 4 of the Notice convening the Meeting.

The Special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Hiteshkumar Pedhadiya, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.4 of the Notice.

This resolution is proposed to be passed as **Special Resolution** as provided under Section 180 of the Act.

#### **Item No. 7:**

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on 8<sup>th</sup> September, 2022 appointed Ms. Hiral Patel as an Additional Non executive Independent Director of the Company up to the date of next annual general meeting. Therefore, the appointment of Ms. Hiral Patel needs to be regularized as a Director of the Company. The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Hence, the appointment of Ms. Hiral Patel as an Independent Director for the term of five consecutive years is now being placed before the Members for their approval.

The chairman further informed that he has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special resolution for shareholders' approval.



None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Monika Chauhan is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Details of Directors retiring by rotation/seeking re-appointment at the AGM**  
**[Pursuant to Regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard (SS-2) on General Meetings]**

Mr. Ashishkumar Limbani (DIN: 07244521) – Director

Age	27 years
Qualifications	Bachelor's Degree in commerce, Interior Designer
Experience (including expertise in specific functional area)/Brief Resume	Vast experience in Professional field of construction, interior, marketing, which is very related for the growth of the company
Terms and conditions of appointment	In terms of companies Act, Ashish kumar Limbani was appointed as non executive Director on 30th June 2018 is liable to retire by rotation in this AGM.
Remuneration last drawn (including Sitting Fees, if any)	nil
Remuneration proposed to be paid	As Board may decide from time to time
Date of first appointment on the Board	21st March, 2017
Shareholding in the Company as on 31st March, 2022	40 Shares
Relationship with other Directors/Key Managerial Personnel	Cousin Brother Of Mr. Dipenkumar Limbani who resigned on 19th May, 2022
Number of meetings of the Board attended during the financial year (2021-22)	08
Directorships of other Boards as on 31st March, 2022	Shinypop Educare Limited
Membership/Chairmanship of Committees of other Boards as on 31st March, 2022	Risk Management Committee -Chairman Stakeholders relationship committee -Member Nomination and remuneration Committe

Ms. Hiral Patel- Independent Director

Age	32 years
Qualifications	CS
Experience (including expertise in specific functional area)/Brief Resume	Vast experience in Professional field of construction, interior, marketing, which is very related for the growth of the company
Terms and conditions of appointment	Appointed as Independent Director
Remuneration last drawn (including Sitting Fees, if any)	nil
Remuneration proposed to be paid	As Board may decide from time to time
Date of first appointment on the Board	8th September, 2022
Shareholding in the Company as on 31st March, 2022	Nil

Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2021-22)	Nil
Directorships of other Boards as on 31st March, 2022	Starlineps Enterprises Limited
Membership/Chairmanship of Committees of other Boards as on 31st March, 2022	Nil

Hiteshkumar Pedhadiya-Managing Director

Age	31 years
Qualifications	Post Graduate in M.A.
Experience (including expertise in specific functional area)/Brief Resume	In the field of Real Estate and alied activites of construction
Terms and conditions of appointment	As mutually decided by the Board
Remuneration last drawn (including Sitting Fees, if any)	nil
Remuneration proposed to be paid	As Board may decide from time to time
Date of first appointment on the Board	8th September, 2022
Shareholding in the Company as on 31st March, 2022	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year (2021-22)	Nil
Directorships of other Boards as on 31st March, 2022	Nil
Membership/Chairmanship of Committees of other Boards as on 31st March, 2022	Nil

Place: Ahmedabad  
Date: 8<sup>th</sup> September, 2022

For and on behalf of the Board

Sd/-  
Hiteshkumar pedadiya  
Managing Director  
DIN: 09719512

**Registered Office:**  
505, Abhishree Adroit,  
Nyay Marg, Nr. Mansi Circle,  
Vastrapur, Ahmedabad – 380015,  
Gujarat, India.

ATTENDANCE SLIP

Name of the attending Member (In Block Letters) : \_\_\_\_\_  
Folio No/ DPID / Client ID : \_\_\_\_\_  
Name of the Proxy : \_\_\_\_\_  
(To be filled in if the Proxy attends instead of the Member)  
No. of Shares held: \_\_\_\_\_  
(In words) \_\_\_\_\_

I hereby record my presence at Annual General Meeting of the Company at 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad – 380015, Gujarat, India. on Friday, 30<sup>th</sup> day of September, 2022 and at any adjournment thereof.

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

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Form No. MGT-11

Proxy form

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

CIN: L51109GJ1984PLC094498

Name of the company: Konark Builders & Developers Limited

Registered office: 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad –  
380015, Gujarat, India

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: .....

2. Name: .....

Address:

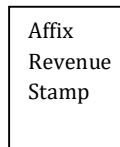
E-mail Id:

Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 30th day of September, 2022 At 11:00 a.m. at 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad – 380015, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	To receive, consider, approve and adopt the Audited Financial Statements, for the financial year ended as on March 31, 2022 together with the Reports of the Directors and the Statutory Auditor, thereon.		
2.	To appoint a director in place of Mr. Ashishkumar Limbani (DIN: 08271635), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Shah Thacker & Co. Chartered Accountants (FRN: 129967W) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. B.R. Pancholi & Co. Chartered Accountants.		
4.	Change of Object Clause of the Memorandum of the Association of the Company.		
5.	To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Director of a Company		
6.	To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Managing Director of a Company		
7.	To Appoint Ms. Hiral Patel as Non Executive Independent Director for consecutive period of 5 years		

Signed this.....day of ....., 2022.



\_\_\_\_\_  
Signature of Shareholder

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

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

## Form No. MGT-12

## Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Konark Builders & Developers Limited				
Registered office: 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad – 380015, Gujarat, India				
<b>BALLOT PAPER</b>				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider, approve and adopt the Audited Financial Statements, for the financial year ended as on March 31, 2022 together with the Reports of the Directors and the Statutory Auditor, thereon.			
2.	To appoint a director in place of Mr. Ashishkumar Limbani (DIN: 08271635), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.			
3.	Appointment of M/s Shah Thacker & Co. Chartered Accountants (FRN: 129967W) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. B.R. Pancholi & Co. Chartered Accountants.			
4.	Change of Object Clause of the Memorandum of the Association of the Company.			
5.	To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Director of a Company			
6.	To appoint Mr. Hiteshkumar G. Pedhadiya (DIN :- 09730310) as Managing Director of a Company			
7.	To Appoint Ms. Hiral Patel as Non Executive Independent Director for consecutive period of 5 years			

Place: Ahmedabad

Date: 8th September, 2022

Signature of Shareholder

**Konark Builders & Developers Limited**  
505, Abhishree Adroit, Nyay Marg,  
Nr. Mansi Circle, Vastrapur, Ahmedabad – 380015,  
Gujarat, India  
Contact No.: 079 48004333

Website: [www.konarkdevelopers.in](http://www.konarkdevelopers.in)  
Email: [kbd184@gmail.com](mailto:kbd184@gmail.com)

CIN: L51109GJ1984PLC094498

Name of the Sole / First Named Member:

Address of Sole / First Named Member:

Registered Folio No :

DPID/Client. ID :

Number of shares held :

Dear Member,

**SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 , the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 37<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2022 at 505, Abhishree Adroit, Nyay Marg, Nr. Mansi Circle, Vastrapur, Ahmedabad – 380015, Gujarat, India The Company has engaged the services of National Depository Services (I) Limited (“NSDL”) to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com> .

The electronic voting particulars are set out below:

<b>EVEN (E-voting event number)</b>	<b>User ID :</b>	<b>Password / Sequence No:</b>

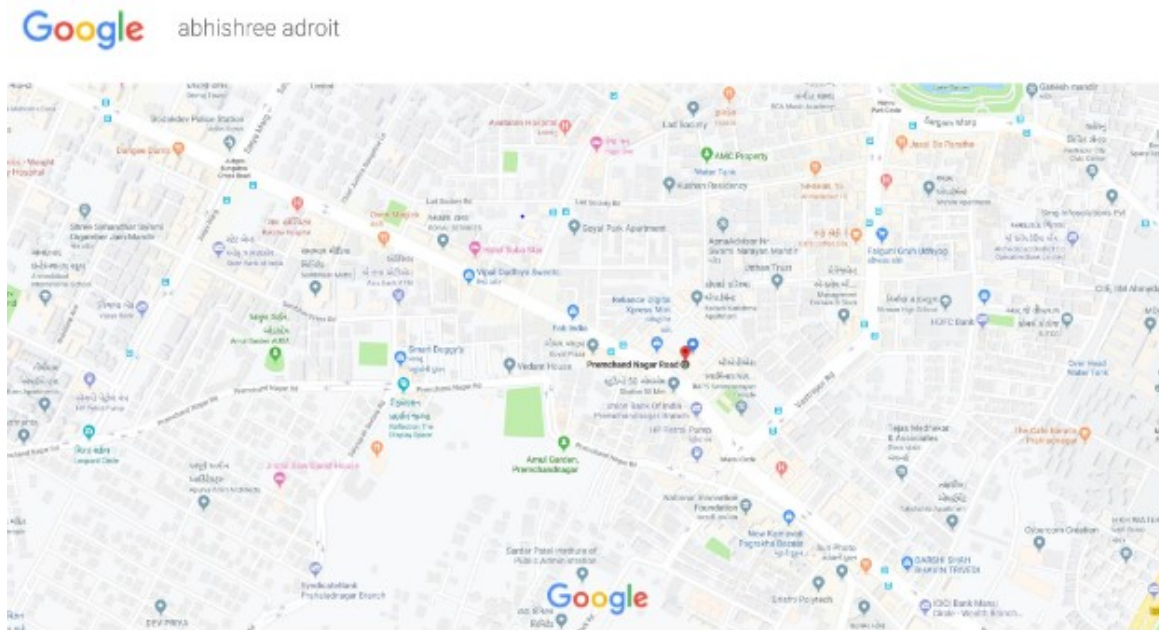
The remote e-voting facility will be available during the following voting period:

<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
27 <sup>th</sup> September, 2022 (09.00 A.M.)	29 <sup>th</sup> September, 2022 (5.00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 30<sup>th</sup> September, 2022.

**MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.**

**ROUTE MAP OF THE VENUE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING:**



**Address of the Venue:**

505, Abhishree Adroit, Nyay Marg,  
Nr. Mansi Circle, Vastrapur,  
Ahmedabad – 380015,  
Gujarat, India

**Contact:**

Phone(s): 079-4800433

E-mail: [kbd184@gmail.com](mailto:kbd184@gmail.com)

Website: <http://www.konarkdevelopers.in/>