

KMF BUILDERS & DEVELOPERS LIMITED

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the members of M/s KMF Builders & Developers Limited (CIN: L45203KA1995PLC017422) will be held on Wednesday, 30th day of September, 2015 at 10:30 a.m. at Flat No. 508, Golf Manor Apartments, NAL Wind Tunnel Road, Murugeshpalya, Bangalore – 560017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and profit and loss account for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Kavita Chadha, who retires by rotation and being eligible offers herself for re-appointment.
3. Ratification of Appointment of Statutory Auditors

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

“**RESOLVED** that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made there under, as amended from time to time, the appointment of M/s B Sreenivasa & Co. Chartered Accountants (Firm Registration No. 009287S), as Auditors of the Company for a term of three years i.e. till the conclusion of the 22nd Annual General Meeting (AGM), which was subject to ratification by shareholders at each AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of 21st AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By order of the Board of Directors

Place: Bangalore
Dated: 14.08.2015

Gorve Chadha
(Managing Director)
DIN: 06407884

Registered Office:

Flat No. 508, Golf Manor Apartments,
NAL Wind Tunnel Road, Murugeshpalya,
Bangalore - 560017
CIN: L45203KA1995PLC017422
Tel:+91(080)25238007, 41486142-43
Email: kmfbuilders95@gmail.com
Website: www.kmfbuilders.com

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company.
3. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item No. 2 of the Notice are also annexed.
4. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Alankit assignments Ltd). Members are requested to keep the same updated.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
6. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
7. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Alankit Assignments Ltd.at lalitp@alankit.com.
8. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 01.00 p.m. except holidays, upto the date of the meeting.
9. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Bangalore, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:

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i). Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors and KMP and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.

10. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the annual general meeting.
11. Members/Proxies are requested to bring the copies of annual reports to the meeting.
12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Central Depository Services (India) Ltd. (CDSL).
In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for voting through Ballot Form are given at the back of the said form and instructions for e-voting are given in the below annexed to this Notice. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
13. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
16. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to evoting@alankit.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registrars & Transfer Agent at Alankit Assignments Limited, (205-208, Anarkali Complex Jhandewalan Extension New Delhi 110055 not later than 29th Sept, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

The instructions for members for voting electronically are as under:-

- (1) The Voting Period begins on 27.09.2015 at 10.00 A.M and ends on 29.09.2015 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (3) The Shareholders should log on to the e-voting website www.evotingindia.com
- (4) Click on "Shareholders" tab

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- (5) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (6) Next enter the Image Verification as displayed and Click on Login
- (7) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (8) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (9) After entering these details appropriately, click on “SUBMIT” tab.
- (10) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (12) Click on the EVSN for KMF Builders and Developers Limited on which you choose to vote.
- (13) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (14) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (15) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
- (16) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (17) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (18) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(19) Note for Non- Individual Shareholders and Custodians

- Non- Individual shareholders (i.e other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the to verify the same.
- (i) Any Person who acquired the shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 may follow the same instructions as mentioned above for e-voting.
- (ii) In case you have any queries or issues regarding e- voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

General instructions:

- i. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2015. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut- off date only shall be entitled to avail the facility of remote e-voting.
- iii. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. 23rd September, 2015, may obtain the login Id and password by sending a request at evoting@alankit.com. However, if you are already registered with Alankit for remote e-voting then you can use your exiting user ID and password for casting your vote.
- iv. The Company has appointed Mr. B. Chandu Narayan of M/s VCS & Associates, Practicing Company Secretary (ACS No. A23222 CP No. 9517), as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- vi. In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).

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- vii. The notice of the meeting will be displayed on the Company' website www.kmfbuilders.com.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kmfbuilders.com and on the website of Alankit within two days of the passing of the resolutions at the AGM on 30th September, 2015 and communicated to the Stock Exchanges where the shares of the Company are listed.

By order of the Board of Directors

Place: Bangalore
Dated: 14.08.2015

Gorve Chadha
(Managing Director)
DIN: 06407884

Registered Office:

Flat No. 508, Golf Manor Apartments,
NAL Wind Tunnel Road, Murugeshpalya,
Bangalore - 560017
CIN: L45203KA1995PLC017422
Tel:+91(080)25238007, 41486142-43
Email: kmfbuilders95@gmail.com
Website: www.kmfbuilders.com

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

Director's Name	Brief Resume (, Date of Appointment, Qualification, Expertise in specific functional area)	Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Chairmanships /Memberships of Committees of other Public Companies	No. of shares held in the Company As on (31.03.2015)	Relationship between directors inter-se
Mrs. Kavita Chadha (DOB- 23.06.1963)	Graduate by qualification and she joined the company in 2010 as director and later on she is working as Project Consultant. She has varied experience in all the major departments of the Company such as planning and project execution and had a significant role in formulating the long term business plan of the Company.	She is also the Director in the KMF Securities Limited.	-	5,60,200	Promoter of the Company, Mother of Mr. Gorve Chadha, Managing Director