

Notice

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting (AGM) of the Members of **KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED** will be held on Tuesday, the 30th day of September, 2014 at 11:00 a.m. at Aikatan, Eastern Zonal Cultural Centre, IA 290, Sector-III Salt Lake, Kolkata- 700097 to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Mehra (holding DIN-00086683), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s Sumanta & Co., Chartered Accountants (Firm Regn. No.322554E) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fifth Annual General Meeting (i.e. 3 Years) of the Company subject to ratification of the appointment by the members at every AGM held after this AGM at a remuneration to be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Parag Keshar Bhattacharjee as an Independent Director for a term of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Parag Keshar Bhattacharjee (holding DIN-00081899), Independent Director of the Company in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determine by retirement of directors by rotation.”

5. Appointment of Mr. Rajesh Kumar Agarwal as an Independent Director for a term of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajesh Kumar Agarwal (holding DIN-00431195), Independent Director of the Company in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 and whose office shall not, henceforth, be liable to determine by retirement of directors by rotation.”

6. Re-appointment of Mr. Prashant Mehra, Managing Director for a term of 3(three) years w.e.f. 01.10.2014.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government, if necessary, and subject to all such approvals as may be required, the approval of the members be and is hereby accorded to the re-appointment of Mr. Prashant Mehra (holding DIN-00086725) as Managing Director of the Company for a further period of 3 years with effect from 1st October, 2014 to 30th September, 2017 whose office liable to retire by rotation and on the terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors (“the Board”) to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Mr. Prashant Mehra.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during his term of office as Managing Director, Mr. Prashant Mehra will be paid in accordance with the provisions of schedule V to the Companies Act, 2013 or any modification(s) thereto.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

7. To Borrow money in excess of paid share capital and free reserves.

To consider and, if through fit, to give assent dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by shareholders under section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Article of Association of the Company, consent of the Company be and is hereby accorded to

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the Board of Directors (Board) of the Company and/or any committee thereof, to borrow such money or such sum of money, from time to time at its discretion, with or without security, and upon and upon such terms and condition as Board may think fit for the purpose of business of the Company notwithstanding that the money to be borrowed together with money already borrowed by the Company (apart from temporary loans obtained from Companies bankers in ordinary course of business), will exceed paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of ₹ 500 Crores (Rupees Five Hundred Crores Only) in Indian rupees and/or to equivalent amount in any foreign currency.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary and expedient and also to delegate all or any of the above

Name of Related Party	Nature of transaction(s)
Bengal KDC Housing Dev Ltd	Rendering Infrastructural, Construction and Engineering services
Bengal Kaushalya Nirman Ltd	Rendering Infrastructural, Construction and Engineering services
Azur Solar KDC Private Ltd	Rendering and construction of solar power
Orion Abasan Private Ltd	Rendering Infrastructural, Construction and Engineering services
Kaushalya Township Private Ltd	Rendering Infrastructural, Construction and Engineering services
Kaushalya Nirman Private Ltd	Rendering Infrastructural, Construction and Engineering services
Kaushalya Energy Private Ltd	Rendering Infrastructural, Construction and Engineering services

FURTHER RESOLVED THAT the approval of the members of the company be and is hereby accorded for entering into contracts/arrangement with related parties viz. Subsidiaries of the Company (whether wholly owned or otherwise) and whether in existence or will come into existence in future as per agreement/bid conditions, from the financial year and onwards up to maximum amount of ₹ 60 crores (Rupees Sixty Crores).

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things or take such steps or actions which they may deem necessary in this respect.

power to the committee of the Directors or any other officers of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper expedient, or incidental thereto for the purpose of giving effect to the above resolution."

- Transactions with Related Party u/s 188 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement as amended by Notification dated 17th April 2014 and Section 188 of the Companies Act, 2013 (Act), if applicable and other applicable provision of the Act, if any, consent of the member of the Company be and is hereby accorded for continuation of the following existing related party transaction(s) between the Company and its subsidiary as per the terms and conditions specified in the respective contracts :

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors or to any Directors of the Company in order to give effect to this Resolution"

By Order of the Board

Kaushalya Infrastructure Development Corporation Ltd

Dated : August 29, 2014
Place : Kolkata

Tarkeshwar Singh
Company Secretary

NOTES

- Every member entitled to attend and vote at the 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. The proxy forms should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before commencement of the meeting. A person can act as proxy on behalf of the members not exceeding fifty (50) and holding aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.
- The Register of Members and Share Transfer Books of the Company will remain closed from 29th September, 2014 to 30th September, 2014 (both days inclusive).
- The statement pursuant to Section 102 of the Companies

Act, 2013 relating to special business of the meeting, is annexed thereto.

- Members who hold shares in dematerialised form are requested to bring their Demat Statement mentioning therein the Client ID and DP ID numbers along with a photo Identity Card for easy identification of attendance at the meeting.
- Corporate members are requested to send a duly certified copy of the Board Resolution under section 113 of Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
- Shareholders holding shares in physical form are requested to advise the company and the members holding shares in dematerialized form are requested to advise their Depository Participants immediately about any change in their address.
- Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can

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be downloaded from the Company's website: www.kaushalya.net under the section 'Investor Relationship'.

8. Notice of the 22nd Annual General Meeting along with the Annual Report 2014 of the Company is being sent to all the members in the electronic mode, whose email address are registered with the Depository Participants(s)/Company, unless any member has requested for a hard copy of the same and for members who have not registered their email address, physical copy of above documents is being sent.
9. Members may also note that the Notice of 22nd Annual General Meeting and the Annual Report 2014 will also be available on company's website: www.kaushalya.net for download.
10. The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance and in compliance of rule 18 (3) (i) of Companies (Management and Administration) Rule 2014.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days upto the date of AGM.
12. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 for receiving all communications/documents electronically. Members holding in demat mode are requested to provide the above information to their depository participant.
13. The Directors seeking appointment have furnished the requisite declarations.
14. **E-voting Process :**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to cast the vote electronically to the members in relation to the businesses to be transacted at the 22nd Annual General Meeting to be held on Tuesday, the September 30, 2014 at 11.00 a.m. at

at Aikatan, Eastern Zonal Cultural Centre, IA 290, Sector-III Salt Lake, Kolkata-700097.

The Company has engaged the services of Central Depository Services (India) Ltd (CDSL) to provide e-voting. The e-voting facility is available at the link www.evotingindia.com.

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

Commencement of e-voting	From : 10.00 a.m. of September 24, 2014
End of e-voting period	Upto : 6.00 p.m. of September 26, 2014

E-voting shall not be allowed beyond 6.00 p.m. of September 26, 2014. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off-Date (22nd August 2014) may cast their votes electronically. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date for the purpose of e-voting i.e. 22nd August, 2014.

Please read the instructions given herein below for exercising vote :

These details and instructions form an integral part of the Notice calling 22nd Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 11.00 a.m. at Aikatan, Eastern Zonal Cultural Centre, IA 290, Sector-III Salt Lake, Kolkata - 700097.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the below mentioned instructions to cast their vote through e-voting:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period and Click on "Shareholders" tab.
- (ii) Now enter your user ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 alpha numeric DP ID followed by 8 digits client ID). Members holding shares in Physical Form should enter the Folio Number registered with the Company and then enter the Characters as displayed on the screen and Click on Login.
- (iii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user, follow the steps given below:
- (iv) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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): - 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. 8 Digit Sequence number available on ATTENDANCE SHEET. - E.g. if your name is Ramesh Kumar with sequence number 12345678 then enter RA12345678 in the PAN field.	

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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. # 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 (default value (*****)).

- (v) After entering these details appropriately, click on "SUBMIT" TAB.
- (vi) Members holding shares in physical form will then reach directly to the EVSN 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 the 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on **EVSN No. 140823037** for KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORP LTD.
- (ix) 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.
- (x) Click on the "Resolutions File link" if you wish to view the entire set of Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If you are a Demat account holder and have forgotten your password then enter the User ID and then enter the Characters as displayed and click on Forgot Password & enter the relevant details as promoted by the system.
- (xv) **Note for Corporate Shareholders:**
Corporate Shareholders {i.e. other than individuals, HUF, NRI, Trust (non-registered)} are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
A scanned copy of the Registration Form bearing the respective Corporate's stamp and duly signed should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution in favour of Authorized Person and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The e-voting period begins on September 24, 2014 (10.00 A.M.) and ends on September 26, 2014 (6.00 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 August 22, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- (xvii) Mr. Abhishek Kumar Pandey, Practising Company Secretary, Kolkata (ACS No – 33116 & CP No. 12294) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xviii) The results of e-voting shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company Website: www.kaushalya.net and on the website of CDSL and the same be communicated to the Stock Exchange(s).
- (xix) In case of Members receiving the physical copy :
Please follow all steps from Sl. No. (i) to (xviii) above to cast vote.
15. Kindly note that once you have cast your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any. The scrutinizer will submit his final report to Chairman of the company within three working days after the conclusion of e-voting period.
16. The results of annual general meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after annual general meeting within the prescribed time limits.
17. The scrutinizer's decision on the validity of e-voting will be final.

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EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business at Item No(s). 4 – 8

Item No. 4

Mr. Parag Keshar Bhattacharjee (holding DIN 00081899) is a Non-Executive Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in May 2006. He is Chairman of the Nomination and Remuneration Committee and member of the Audit Committee and Chairman of Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. Parag Keshar Bhattacharjee is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Parag Keshar Bhattacharjee being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Parag Keshar Bhattacharjee as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Mr. Parag Keshar Bhattacharjee

Date of Birth: January 18, 1939.

Qualification: Masters in Economics and CAIIB.

Expertise in specific functional areas: Mr. Parag Keshar Bhattacharjee, have held various positions within the State Bank of India and retired in January 1999 as Deputy Managing Director & Chief Financial Officer. He is rich experience in various corporate fields.

Directorship in other Companies: Cheviot Company Ltd, Global Investment Trust Ltd, Kilburn Chemicals Ltd, Quipo Telecom Infrastructure Ltd, SBI Home Finance Ltd, Ativir Financial Consultants Private Ltd, Optimum Infratel Private Ltd, Resurgent Infratel Private Ltd, Right Towers Private Ltd.

Membership/Chairmanship in any other Board Committee: 5 (Five).

Shareholding as on 31.03.2014: Nil.

Mr. Bhattacharjee has wide experience in Infrastructure, Corporate Governance, Banking, Insurance, Pension and Finance.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Mr. Parag Keshar Bhattacharjee shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Your Company has also received declaration from Mr. Parag Keshar Bhattacharjee that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr. Parag Keshar Bhattacharjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, between 12.00 p.m. and 3.00 p.m. up to the date of the Meeting.

Mr. Parag Keshar Bhattacharjee is interested in the resolution set out at Item No.4 of the Notice with regard to his appointment. The relatives of Mr. Parag Keshar Bhattacharjee may be deemed to be interested in the resolution, to the

extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 5

Mr. Rajesh Kumar Agarwal (holding DIN 00431195) is a Non-Executive Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in May 2006. He is Chairman of the Audit Committee and member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Rajesh Kumar Agarwal is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Rajesh Kumar Agarwal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member under section 160 of the Companies Act, 2013 proposing Mr. Rajesh Kumar Agarwal as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Mr. Rajesh Kumar Agarwal

Date of Birth: April 09, 1971.

Qualification: B.com(Hons), FCA, DISA.

Expertise in specific functional areas: Mr. Rajesh Kumar Agarwal is the practicing Chartered Accountant by profession He is practicing as Chartered Accountants for more than 15 Year . He has wide range of experience in Corporate Finance and Tax, Corporate Law, Mergers and Acquisitions, Service Tax, Consultancy, etc He is rich experience in various corporate fields.

Directorship in other Companies: Nagancheji Credit Private Ltd, Sumeru Vanijya Private Ltd, Hanumanji Housing Private Ltd, Everest Commerce Private Ltd, Royal Dealers Private Ltd, Bajrang Conclave Private Ltd, Aayush Motar Finance Private Ltd, Ridhiraj Dealers Private Ltd, Remind Commercial Private Ltd, Paramdham Dealers Private Ltd, Vee Aar E-Services Private Ltd.

Membership/Chairmanship in any other Board Committee: Nil

Shareholding as on 31.03.2014: Nil

Mr. Rajesh Kumar Agarwal has wide experience in Finance, Taxation, Corporate Law, Accounts, Audit, Corporate Governance, and Infrastructure.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Mr. Rajesh Kumar Agarwal shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Your Company has also received declaration from Mr.

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Rajesh Kumar Agarwal that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr. Rajesh Kumar Agarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 12.00 p.m. and 3.00 p.m. up to the date of the Meeting.

Mr. Rajesh Kumar Agarwal is interested in the resolution set out at Item No.5 of the Notice with regard to his appointment. The relatives of Mr. Rajesh Kumar Agarwal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 6

The Board of Directors at its meeting held on 29th August, 2014 have, on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Mr. Prashant Mehra (holding DIN 00086725) as Managing Director of the Company for a further period of 3 years with effect from 1st October, 2014 on the remuneration as per terms of agreement set out with the Board and subject to Central Government approval if any required. A special resolution has to be passed at the forthcoming Annual General Meeting of the Company for payment of such remuneration for a period of 3 years with effect from 1st October, 2014. The remuneration and perquisites mentioned herein below as per the terms of agreement between the Company and Mr. Mehra on dated 29th August, 2014 :

1. Tenure of the Agreement: From October 01, 2014 to September 30, 2017.
2. Remuneration:
Salary : ₹ 1,50,000/- per month with such revision as the board may approve from time to time in the salary grade of ₹ 1,50,000/- to ₹ 3,00,000/-.
 However, in case of absence or inadequacy of net profit in the any financial year, the remuneration payable to Mr. Prashant Mehra is restricted to part II Section II of Schedule V of the Companies Act, 2013 and (including any statutory modification(s) or re-enactment thereof, for the time being in force).
3. Perquisites:
 - a. Leave Encashment: As per applicable rules of the Company
 - b. Leave: Mr. Prashant Mehra will be entitled to leave on full pay as per applicable rules of the Company.
 - c. Retrial benefits: Gratuity will be payable in accordance with the rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.

- d. Telephone: Telephone facility including Cell Phone.
- e. Re-imbursement of expenses made for official purpose.
- f. Car: Company's car with driver and owned car fuel expenses for official use.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. In the event of absence or inadequacy of profit during the period Mr. Prashant Mehra shall be paid the above remuneration as minimum remuneration.

General Terms & Conditions

- i. Subject to the supervision and control of the Board of Directors, Mr. Prashant Mehra shall be overall in-charge of Management/ administration of the affairs of the Company. He will look after day to day affairs of the Company including general administration, banking, finance, sales, purchase and accounts.
- ii. Without prejudice to the powers contained in the previous clause, the Board of Directors may from time to time entrust to Mr. Prashant Mehra such of the powers exercisable by the Directors as they think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restriction as they may think expedient.
- iii. He shall be entitled to engage and dismiss staff and shall manage the business of the Company with full powers to do all acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company.
- iv. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof from the date of his appointment.
- v. Mr. Prashant Mehra shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. Mr. Prashant Mehra shall be entitled to reimbursement of all the traveling, boarding, lodging and incidental expenses along with one person for assistance, which he may incur for performing his duties outside Kolkata.
- vi. Mr. Prashant Mehra whose office liable to retire by rotation and he shall immediately cease to be Managing Director if he ceases to hold the office of Director for any reason.
- vii. Mr. Prashant Mehra may with the sanction of the Board of Directors delegate any of his powers to such Managers, Directors, Secretary or other persons, as he may deem fit, and shall have power to grant to such Manager, Directors or other delegates such power of Attorney as Mr. Prashant Mehra may, subject to the approval of the Board of Directors, deem expedient and shall have power to revoke the same.
- viii. The appointment may be terminated by either party by giving 2(two) months notice in writing to the other party.

Mr. Prashant Mehra (Date of Birth 04.04.1978), is B.Sc in Business with highest distinction (with triple majors in Finance, Business Process Management and Operation Management) having 10 years of experience in infrastructure industry and

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is in overall in-charge of running the affairs of the Company including budgeting, funding, liaising with the investors and Corporate affairs. The Company has made growth under his leadership. He is a dynamic new generation entrepreneur. As a Managing Director, he has played a significant role in making the Company one of the key infrastructure player in the State of West Bengal. Under his able guidance and direction, the Company has executed various infrastructure projects in various parts of the country. As Managing Director of the Company, he has successfully steered the Company in the right direction. Considering his rich and vast experience and exceptional managerial skills, the Board of Directors felt that it would be in the best interest of the Company to re-appoint him as Managing Director of the Company.

He is also director in Bengal KDC Housing Development Ltd, Bengal Kaushalya Nirman Ltd, Kaushalya Energy Private Ltd and Azur Solar KDC Private Ltd. He is not a member of any board committee except in the Company. He is holding 917760 equity shares of the Company as on 31.03.2014. The remuneration proposed to be paid to Mr. Prashant Mehra is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Managing Director of the Company.

The Agreement dated 29th August, 2014 will be open for inspection by the members at the registered office of the Company on any working day during business hours except on Saturday.

Mr. Prashant Mehra satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Prashant Mehra under Section 190 of the Act.

Mr. Prashant Mehra is interested in the Resolution set out in Item No. 6. Mr. Ramesh Kumar Mehra being father of Mr. Prashant Mehra be deemed to be interested in the said Resolution. Other relatives of Mr. Prashant Mehra may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the company. Mr. Prashant Mehra and Mr. Ramesh Kumar Mehra have no other interest apart from receiving remuneration as stated above and as a member of the Company.

No other directors or KMP or their relatives have any concern or interest, financial or otherwise, in the proposed resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board recommends the acceptance of the Resolution.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item 7

Your Company is planning for future expansion. In view of that the Company may require sufficient funds for its business by way of borrowings by all possible means from time to time.

The existing borrowing power of Board of Directors of the Company u/s 203(1)(d) of the erstwhile Companies Act, 1956 are ₹ 500 Crores (Rupees Five Hundred Crores) as approved by shareholders in its general meeting of the Company held

on 19th April, 2006 (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) over and above the paid up capital of the Company and its free reserves, for the business of the Company. The Ministry of Corporate Affairs vide its General Circular no. 04/2014 dated 25th March, 2014 has clarified that the borrowing powers as approved by the members of the Company u/s 293(1)(d) of the Companies Act, 1956 shall be remained valid for a period of one year from the date of notification of section 180(1)(c) of Companies Act, 2013 i.e. 12/09/2013. Thus the Company requires/is in need of a fresh approval of members for borrowing money over and above paid up share capital of the Company and its free reserves under new section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company keeping in mind the future business requirements and expansion of the business of the Company proposed to borrow money upto ₹ 500 Crores (Rupees Five Hundred Crores). In terms of section 180(1)(c) of the Companies Act, 2013 for borrowing money more than paid up share capital of the Company and its free reserves, the approval of shareholder is required.

The Board recommends the special resolution for shareholders approval. None of the Directors or Key Managerial Person or their relative are, in any way, are concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item 8

Bengal KDC Housing Development Ltd, Bengal Kaushalya Nirman Ltd, Orion Abasan Private Ltd, Kaushalya Township Private Ltd, Azur Solar KDC Private Ltd, Kaushalya Energy Private Ltd and Kaushalya Nirman Private Ltd are Subsidiary/ or fellow subsidiary of Kaushalya Infrastructure Dev Corp Ltd (KIDCO or the Company) which are engaged in the business of construction, infrastructure, engineering and solar power. Accordingly the each subsidiaries and KIDCO entered/or will enter into an agreement for doing above said business. For the doing above business subsidiaries may receive funds from KIDCO from time to time as may be necessary provided that the total amount at any point of time shall not exceed as sum of ₹ 60 crores (Rupees Sixty Crores) for each subsidiary respectively for the above mentioned business purpose.

Members are hereby informed pursuant to second proviso of Section 188(1) of the Act as well as the listing agreement that no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

None of the Directors or key managerial personnel's of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. Only Mr. Ramesh Kumar Mehra, Mr. Mahesh Mehra and Mr. Prashant Mehra, Directors of the company are concerned or interested in the said resolution and their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors, therefore, recommends the resolution for approval of the members.

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The statement as required under Clause (iv) Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the item no(s). 6 are as follows:

I. General Information

1. Nature of Industry: Construction, Infrastructure and engineering.
2. Date or expected date of commencement of commercial production:

Existing Company, already commenced from 1992.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

Existing Company, not applicable

4. Financial performance based on given indicators:

Sl No	Particulars	Audited Figure for the financial year ended 31.03.2014 (in ₹)	Audited Figure for the financial year ended 31.03.2013 (in ₹)	Audited Figure for the financial year ended 31.03.2012 (in ₹)	Audited Figure for the financial year ended 31.03.2011 (in ₹)
1	Net Sales/Income from Operation	152,167,745	261,868,289	1,037,147,491	915,043,551
2	Other Income	3,531,293	2,204,225	3,646,800	4,878,175
3	Total Expenditure (including Adjustment of stock)	228,878,580	211,465,788	922,009,555	814,335,735
4	Finance Cost	63,400,569	68,750,281	68,475,470	51,831,411
5	Depreciation & Amortization	3,577,470	3,941,549	4,133,546	4,520,666
6	Profit Before Tax	(140,157,581)	(20,085,104)	46,175,720	49,233,914
7	Provision for tax				
	a. Current Tax	-	-	11,667,387	12,830,083
	b. Deferred Tax	(268,347)	233,864	3,305,170	3,377,845
	c. MAT Credit Write Down/(Entitlement)	-	-	-	-
	d. Income Tax Expenses relating to prior years.	-	-	-	4,393,086
8	Net Profit	(139,889,234)	(20,318,968)	31,203,163	28,632,900

5. Foreign Investment of Collaborators, if any: Nil

II. Information about the Appointee :

1. Background details: Mr. Prashant Mehra (age 36 years), is B.Sc in Business with highest distinction (with triple majors in Finance, Business Process Management and Operation Management) having 10 years of experience in infrastructure industry. He is also director in Bengal KDC Housing Development Ltd, Bengal Kaushalya Nirman Ltd, Kaushalya Energy Private Ltd and Azur Solar KDC Private Ltd.
2. Past remuneration: Salary ₹ 1,15,000/- per month plus commission & perquisites.
3. Recognition or awards: i] In 2005 he received Marketing Impact Award in recognition of exemplary performance, excellence and leadership in customer centric marketing from MICROSOFT. ii] In 2004 December he was awarded with Gold Star Award in Microsoft for Outstanding Performance. iii] In 2001 Mr. Mehra got Royles Keylings Award from Indiana University (U.S) for top person of Graduation Class. iv] In 1988-99-2000 he got recognition with Foundation Day Award for outstanding academic achievement from Indiana University (U.S).
4. Job profile and his suitability: Subject to the supervision and control of the Board of Directors Mr. Prashant Mehra is in overall in-charge of

running the affairs of the Company including Budgeting, Funding, Liaisoning with the Investors and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase. He is a dynamic new generation entrepreneur. As a Managing Director he has played a significant role in making the Company one of the key infrastructure player in State of West Bengal. The Company has made significant inroads into the infrastructure sector under his leadership.

5. Remuneration proposed: Salary ₹ 1,50,000/- per month plus commission & perquisites as more fully described in the Explanatory Statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin): The proposed remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business, larger no. of sites throughout the country and diversified activities.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Prashant Mehra is a Promoter Director holding 9,17,760 shares consisting of 2.65% of the paid-up capital of the Company.

Apart from receiving remuneration as stated

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above and dividend as a member of the Company if paid any, he does not receive any emoluments from the Company. Mr. Ramesh Kumar Mehra (Chairman Non-Executive Promoter Director) is the father of Mr. Prashant Mehra. No other managerial personnel have any relationship with Mr. Prashant Mehra.

III. Other Information:

1. Reasons of loss or inadequate profits:
Loss or inadequate profit during the year was a result of lower top line coupled with finance costs, written off of unrealizable debtors as well as cash flow and liquidity issues faced by your company during the year.
2. Steps taken or proposed to be taken for improvement:
Infrastructural being a seasonal industry, the performance of a financial year may not be representative in the next annual performance of the company. The integrated model concept adopted by the Company in regard to real estate operations is expected to offset the Losses from the infrastructural divisions of the Company to some extent and also makes a source of revenue. Construction being a seasonal and cyclical in nature the working results witnessed a phase of upturn &

downturn in the past and normally improve after a downturn.

3. Expected increase in productivity and profits in measurable terms:

Various plans sanctioned for fiscal 2014-15 related to construction and infra sector. The Company got a work order from Rajasthan Awas Vikas Nigam Ltd, Govt. of Rajasthan of ₹ 51.65 Crores and more contracts are expected to come in this fiscal. This will help the company increase its productivity and profit.

IV. Disclosures

The following disclosures mentioned in the Explanatory Statement of Notice and Corporate Governance part of Annual Report of the Company and Notice 2013-14:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

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

Particulars	Mr. Mahesh Mehra
Date of Birth	November 17, 1955
Date of Appointment	June 4, 1992
Educational Qualification	Graduate
Expertise in specific functional areas	He is Director of Company since last 22 Years and has wide experience in the field of Infrastructure development & Construction.
Directorship in other Companies as on March 31, 2014	1. Keleenworth Marketing Pvt. Ltd. 2. Trimurti Components Pvt. Ltd.
Membership/Chairmanship in other Public Companies (only in Audit and Shareholders/ Investor Grievance Committee) as on March 31, 2014	NIL
Number of shares held as on March 31, 2014	48110

KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN- L51216WB1992PLC055629

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

ATTENDANCE SLIP

22nd Annual General Meeting, Tuesday, September 30, 2014 at 11.00 a.m.

D.P.ID*		L.F.No.	
Client ID*		No. of Shares held	

I/ We hereby record my/our presence at the Annual General meeting of the Company being held on Tuesday, the 30th September, 2014 at 11.00 A.M.at Aikatan, Eastern Zonal Cultural Centre, IA 290, Sector-III Salt Lake, Kolkata - 700097.

Signature of Shareholder(s)

1.

2.

3.

Signature of the Proxy holder

*Applicable for investors holding shares in electronic form.

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

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 : L51216WB1992PLC055629

Name of the Company : KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

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

Name of the member(s)	
Registered Address	
Email 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 or failing him.

(2) Name Address

E-mail ID Signature or failing him.

(3) Name Address

E-mail ID Signature

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2014 at 11.00 A.M.at Aikatan, Eastern Zonal Cultural Centre, IA 290, Sector-III Salt Lake, Kolkata - 700097 and at any adjournment thereof in respect of such resolutions as are indicated below :

RESOLUTIONS		Optional*	
	ORDINARY BUSINESS	For	Against
1.	Ordinary Resolution to consider and adopt Audited Financial Statements, Reports Reports of the of the Board of Directors and Auditors		
2.	Ordinary Resolution to appoint a director in place of Mr. Mahesh Mehra, who retires by rotation and being eligible, seeks re-appointment.		
3.	Ordinary Resolution to appoint M/s. Sumanta & Co. as Auditors.		

RESOLUTIONS		Optional*	
	SPECIAL BUSINESS	For	Against
4.	Ordinary Resolution to appoint Mr. Parag Keshar Bhattacharjee as Independent Director for term of 5 years.		
5.	Ordinary Resolution to appoint Mr. Rajesh Kumar Agarwal as Independent Director for term of 5 years.		
6.	Special Resolution to re-appoint Mr. Prashant Mehra as Managing Director for term of 3 years.		
7.	Special Resolution to increase in borrowing limit of the Company.		
8.	Special Resolution for Transactions with Related Party u/s 188 of the Companies Act, 2013.		

Signed this day of 2014

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Notes :

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ELECTRONIC VOTING PARTICULARS *

EVSN	USER ID	PASSWORD
140823037	16 digit Demat Account/Folio No. of members holding shares in physical mode	Original PAN as per note no. 14 of the Notice part

* Please read instructions given at note no. 14 of the Notice part of the 22nd Annual General Meeting before voting electronically.