

**NOTICE**

Notice is hereby given that the FIFTY-FIFTH Annual General Meeting of the members of **COASTAL ROADWAYS LIMITED** will be held on **FRIDAY, the 11<sup>TH</sup> DAY OF AUGUST, 2023 at 11:30 A.M. through Video Conferencing / Other Audio-Visual Means** to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2023, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Shikha Todi (DIN 00268540), who retires by rotation at this Annual General Meeting, and being eligible has offered herself for re-appointment.

**SPECIAL BUSINESS:**

**3. Re-appointment of Sri Kanhaiya Kumar Todi as Whole Time Director**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 196 (3) and 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Kanhaiya Kumar Todi (DIN: 00112633) as Whole Time Director (liable to retire by rotation) designated as ‘Chairman, Managing Director and CEO of the Company who has attained the age of 70 years, with effect from 5<sup>th</sup> August 2023 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Kanhaiya Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. Re-appointment of Sri Sushil Kumar Todi as Whole Time Director**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Sushil Kumar Todi (DIN 00309839) as Whole Time Director (liable to retire by rotation) of the Company, with effect from 5<sup>th</sup> August 2023 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with

liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Sushil Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Reappointment of Sri Raja Saraogi as Whole Time Director**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Raja Saraogi (DIN:00271334) as Whole Time Director (not liable to retire by rotation) designated as ‘Whole Time Director & Chief Financial Officer (CFO)’ of the Company, for a period of 3 (three) years with effect from 29<sup>th</sup> May 2023 to 28<sup>th</sup> May 2026, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Raja Saraogi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

*Registered Office:*

4 Black Burn Lane,

Kolkata – 700 012

CIN: L63090WB1968PLC027373

22nd day of May 2023

*By Order of the Board*

**Sneha Jain**

Company Secretary

**COASTAL ROADWAYS LIMITED**

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**NOTES:**

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022 and 11/2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The relevant details, pursuant to Regulations of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.coastalroadways.com](http://www.coastalroadways.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 followed by MCA Circular Nos. 10/2022 and 11/2022 dated December 28, 2022.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. ,authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [dmaa64@yahoo.co.in](mailto:dmaa64@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 24th July 2023 to 28th July 2023 (both days inclusive).
11. 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.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with S K Infosolutions Pvt. Ltd. in case the shares are held by them in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or S K Infosolutions Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 3rd August, 2023 through email [coastalgroup1968@gmail.com](mailto:coastalgroup1968@gmail.com). The same will be replied by the Company suitably.
15. The Ordinary Shares of the Company are listed in BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2023-2024.
16. i) SEBI vide its latest Circular dated 16th March, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/

splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at [http://www.coastalroadways.com/notice\\_announcement.html](http://www.coastalroadways.com/notice_announcement.html) , for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

17. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 16th March, 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
18. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.

**19. VOTING THROUGH ELETRONIC MEANS:**




- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 , January 13,2021 ,December 08, 2021, December 14, 2021 , May 5, 2022 and December 28, 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Tuesday, August 8, 2023 (9:00 a.m. IST) and ends on Thursday, August 10, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 4, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- iii. The Board of Directors has appointed Sri Debasish Mukherjee (Membership No. ACS 9680), Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 4th August, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [skcdilip@gmail.com](mailto:skcdilip@gmail.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following no.: 022-4886 7000 and 022-2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 4th August, 2023 may follow steps mentioned in Notice of the AGM under Step 1 "Access to NSDL e-Voting system."
- vii. 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 or casting vote through e-Voting system during the Meeting.
- viii. The details of the process and manner for vote electronically are explained herein below:  
Step 1: Access to NSDL e-Voting system  
Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

**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>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<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></li> </ol>

	<p>and click on New System My easi.</p> <ol style="list-style-type: none"> <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 e-Voting service provider i.e. NSDL. Click on NSDL 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. NSDL 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 022-4886 7000 and 022-2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :
  - 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 IN300001 and Client ID is 12345678 then your user ID is IN300001234568.
  - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID. For example if your Beneficiary ID is 1234567890123456 then your user ID is 1234567890123456.

- c. For Members holding shares in Physical Form: EVEN Number (e-Voting Event Number) followed by Folio Number registered with the company. For example if folio number is A00001 and EVEN is 123456 then user ID is 123456A00001.
5. Your password details 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 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. In case you have not registered your email address with the Company/ Depository, please follow steps mentioned below in process for those shareholders whose emails 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.
  - 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 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 to [dmaa64@yahoo.co.in](mailto:dmaa64@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney /authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](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 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**20. 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 coastalgroup1968@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 coastalgroup1968@gmail.com. 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.**
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**21. 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.

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

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. 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.
3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at coastalgroup1968@gmail.com latest by 3rd August, 2023(5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 022-4886 7000 / 022-2499 7000.

**23. OTHER INSTRUCTIONS**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, If any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.coastalroadways.com](http://www.coastalroadways.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
3. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 11th August, 2023.



## ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

**Item No. 3**

The Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 22nd May 2023 recommended and approved the proposal of re-appointment of Sri Kanhaiya Kumar Todi as Whole Time Director designated as Chairman, Managing Director and CEO of the Company for a further period of 3 years with effect from 5th August 2023., subject to approval of the members. His remuneration is also proposed for approval of the members.

The broad terms and conditions of his re-appointment and remuneration payable to him are as follows:

**1. DUTIES AND RESPONSIBILITIES:**

Sri Kanhaiya Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on him by the Board of Directors of the Company.

**2. REMUNERATION:**Basic Salary (per month)

₹ 1, 25, 000/- per month, subject to such increments as the board may determine.

Subject to such increments as the Board may determine.

Others

1. Housing: The Director(s) who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during his period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Kanhaiya Kumar Todi under Section 190 of the Act. The Board considers that his association will be beneficial to and in the interest of the Company.

Pursuant to the proviso to clause (a) section 196(3) of the Companies Act, 2013 and other applicable provisions if any, re appointment or continuation of whole time Director after attaining age of 70 years requires approval of Members of the Company by way of Special Resolution. Basis his knowledge and experience in the industry, the Board of Directors, recommends passing of Special Resolution for his continuation as Director even after attaining the age of 70 years.

Brief resume of Sri Kanhaiya Kumar Todi nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Smt Shikha Todi Sri Udit Todi and Sri Sushil Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out at item no.3 of the Notice.

Your consent by way of special resolution as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

**Item No. 4**

The Nomination and Remuneration Committee and The Board of Directors in their respective meetings held on 22nd May 2023 recommended and approved the proposal of re-appointment of Sri Sushil Kumar Todi as Whole Time Director (liable to retire by rotation) for a further period of 3 years with effect from 5th August 2023 and his remuneration was also proposed for approval of the members.

The broad terms and conditions of his re-appointment and remuneration payable to him are as follows:

**1. DUTIES AND RESPONSIBILITIES:**

Sri Sushil Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on him by the Board of Directors of the Company.

**2. REMUNERATION:**

Basic Salary (per month)

₹ 1,00,000/- Subject to such increments as the Board may determine.

Others

1. Housing: The Directors who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during his period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Sushil Kumar Todi under Section 190 of the Act. The Board considers that his association will be beneficial to and in the interest of the Company.

Brief resume of Sri Sushil Kumar Todi, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Sushil Kumar Todi, Sri Kanhaiya Kumar Todi, Smt Shikha Todi and Sri Udit Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, 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 resolutions set out at item no. 4 of the Notice.

Your consent by way of ordinary resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

The Board recommends the Ordinary resolutions set out at Item No. 4 of the Notice for approval by the Members.

**Item No. 5**

The Nomination and Remuneration Committee and The Board of Directors in their respective meetings held on 22nd May 2023 recommended and approved the proposal of re-appointment of Sri Raja Saraogi as Whole Time Director & Chief Financial Officer (not liable to retire by rotation) for a further period of 3 years with effect from 29th May 2023 and his remuneration was also proposed for approval of the members.

The broad terms and conditions of the re-appointment of and remuneration payable to him are as follows:

**1. DUTIES AND RESPONSIBILITIES:**

Sri Raja Saraogi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on him by the Board of Directors of the Company.

**2. REMUNERATION:**

Basic Salary (per month)

₹ 1,15,000/-, subject to such increments as the Board may determine.

Other Allowance (per month)

Fixed to a maximum of ₹ 60,000/- per month, to meet expenses wholly, necessarily and exclusively incurred in performance of duties, subject to such increments as the Board may determine.

Others

1. Company's contribution to Provident Fund as per Rules of the company.
2. Use of car, telephone and other necessary appliances as may be required for company's business.
3. Reimbursement of expenses incurred in relation to the business of the company.
4. Customary Bonus, Leave and encashment of leave as per policy of the company.
5. Gratuity and/or contribution to the Gratuity Fund of the company.

**3. MINIMUM REMUNERATION:**

In the event of absence or inadequacy of profits during their period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of appointment of Sri Raja Saraogi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Raja Saraogi, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice. Sri Raja Saraogi is not related to any other Director and Key Managerial Personnel of the Company.

Except Sri Raja Saraogi and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution(s).

Your consent by way of ordinary resolution as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

The Board recommends the Ordinary resolution set out at Item No. 5 of the Notice for approval by the Members.

Statement containing information, as required under Schedule V Part II of the Companies Act, 2013 covering item nos. 3 to 5 of the notice is as follows:

I. General Information	Sri Kanhaiya Kumar Todi	Sri Sushil Kumar Todi	Sri Raja Saraogi
(1) Nature of Industry	Road Transport		
(2) Date or expected date of commencement of commercial production	24th September 1968		
(3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
(4) Financial Performance based on given indicators	Profit/(loss) after tax for last 3 financial years (a) 2022-23 : ₹ 493 lacs (b) 2021-22 : ₹ 125 lacs. (c) 2020-21 : ₹ 55 lacs .		
(5) Foreign Investments or collaborations if any	Not applicable		
<b>II. Information about the appointee</b>			
(1) Background details	Serving the company since 1974	Serving the company since 1995	Serving the company since 2002
(2) Past Remuneration	₹ 125000/- pm	₹ 100000/- pm	₹ 152500/- pm
(3) Recognition or awards	--	--	--
(4) Job Profile and his suitability	Whole time director & Chairman, 47 years of experience in the industry	Whole time director, over 37 years of experience in the industry	Whole time director & CFO, over 19 years of experience in the industry
(5) Remuneration proposed	₹ 125000/- pm	₹ 100000/- pm	₹ 175000/- pm
(6) Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Commensurate with industry standards		
(7) Pecuniary Relations directly or indirectly with the company, or relationship with managerial personnel, if any	Remuneration as stated above, as Chairman, Managing Director, KMP & Promoter	Remuneration as stated above, Whole Time Director & Promoters' relative	Remuneration as stated above, Whole Time Director & KMP
<b>III. Other Information</b>			
(1) Reasons of Loss or inadequate profits	Oversupply of vehicles due to continuous launch of Start-Up companies with huge foreign funding resulted into weakening of freight rates. Halts in operations, shrinkage of demand and fall in freight rates coupled with increase in cost of new trucks, diesel prices and other operating costs.		

(2) Steps taken or proposed to be taken for improvement	Efforts are being taken to reduce costs & improve operating margins. With past track record of the company and the anticipated political stability and thrust to infrastructure development is expected to revive road transport business and enhance business volumes
(3) Expected increase in productivity and profits in measurable terms	To cut down on downtime costs, the company has reduced the size of its fleet, new business vertical of warehouse management services has been initiated and the company is hopeful of adding more clients in this vertical.

The Board of Directors is of the opinion that the above remuneration being paid / payable to them commensurate with the duties and responsibilities and is well within the limits specified in Schedule V of the Companies Act, 2013.

#### Annexure

#### **Particulars of Directors proposed to be re-appointed at the 55th Annual General Meeting of the Company to be held on Friday, the 11th day of August, 2023 at 11:30 A.M.**

##### **1. Smt. Shikha Todi**

Smt. Shikha Todi, aged about 66 years is a Commerce Graduate from Sophia College, Mumbai. She possesses wide experience of managing investments into real estate and financial markets and has sharp acumen in human resource management. She has also been actively participating in administration of Social Welfare & Charitable services run by the trusts managed by the Coastal Group with special focus in activities relating to child & women welfare. She holds 165527 shares of the company in her name as on 31st March 2023.

Smt. Shikha Todi is a Director in several other Companies viz M M Udyog Ltd., Shikha Leasing & Finance Pvt. Ltd., Alps Housing & Holdings Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Coastal Properties Pvt. Ltd., Todi Sons Ltd., Coastal Agro-Tech India Pvt. Ltd., Udit Properties Pvt. Ltd., Todi Services Ltd., Todi Projects Pvt. Ltd., Snuk Housing & Holdings Pvt. Ltd. She is not a member of any Committee in any other company.

##### **2. Sri Kanhaiya Kumar Todi**

Sri Kanhaiya Kumar Todi, aged about 70 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, financial management and human resource development. He had joined the company as Director in 1974 and has been very instrumental in growth of the company over last 4 decades. He holds 330825 shares of the company in his name as on 31st March 2023.

Sri Kanhaiya Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Snuk Housing & Holdings Pvt Ltd., Coastal Properties Pvt Ltd., Coastal Industrial Finance Ltd., Alps Housing & Holdings Ltd., Todi Investments Ltd., M M Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd. and Annupurna Tie-up PvtLtd. He is not a member of any committee in any other company.

##### **3. Sri Sushil Kumar Todi**

Sri Sushil Kumar Todi, aged about 66 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transport, financial management, business administration, express logistic. He does not hold any shares of the company in his name as on 31st March 2023.

Sri Sushil Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Todi Investments Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

##### **4. Sri Raja Saraogi**

Sri Raja Saraogi, aged about 44 years had graduated in Commerce with Honours from St. Xavier's College, Kolkata. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Apart from his academic expertise in finance, accounts, taxation and corporate affairs, he has also excelled as a renowned Logistic Professional and has several awards and accolades to his merit. He does not hold any shares of the company in his name as on 31st March 2023.

Sri Raja Saraogi is also Director in the two other companies viz. CRL Supply Chain Solution Pvt. Ltd and Best Advertising Solution Ltd. He is not a member of any committee in any other company. He is also a member of the Managing Committee of Calcutta Goods Transport Association and chairman/member of several subcommittees thereof.