

**KARTIK
INVESTMENTS
TRUST LIMITED**

**38th ANNUAL REPORT
2015-16**

Corporate Information

Board of Directors

R Surendran (DIN 00010017)

R Chandrasekar (DIN 02687447)

A Kavitha (DIN 07379851)

Secretary

S Sangeetha

Auditors

M/s. Shanker Giri & Prabhakar
“GUHALAYA”, Flat B – 7
No. 262 (Old 179)
Royapettah High Road
Mylapore, Chennai 600004

Registered Office

“Parry House”, 2nd Floor, No.43,
Moore Street, Parrys, Chennai 600 001

Corporate Identity Number

L65993TN1978PLC012913

RTA

Karvy Computershare Private Limited

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KARTIK INVESTMENTS TRUST LIMITED

Registered Office : 'Parry House', II Floor, No.43, Moore Street, Parrys, Chennai 600 001

Phone : 044 2530 7123 Fax : 044 2534 6466

CIN: L65993TN1978PLC012913

E-mail ID: kartik_investments@yahoo.com Website: www.kartikinvestments.com

NOTICE TO MEMBERS

Notice is hereby given that the thirty eighth annual general meeting of the members of Kartik Investments Trust Limited will be held at 4 p.m. on Wednesday, 10 August, 2016 at the Registered Office of the Company, 'Parry House', No.43, Moore Street, Parrys, Chennai 600 001 to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT the board's report, the statement of profit and loss and the cash flow statement for the year ended 31 March, 2016 and the balance sheet as at that date together with the independent auditors' report thereon be and are hereby considered, approved and adopted.

- 2) To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT Mr. R. Chandrasekar (holding DIN 02687447), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.

- 3) To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, 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), the appointment of M/s.Shanker Giri & Prabhakar, Chartered Accountants, Chennai bearing registration no.003761S as the statutory auditors of the company from the conclusion of the thirty eighth annual general meeting till the conclusion of the thirty ninth annual general meeting at a remuneration of Rs.75,600/- per annum including the actual travelling and out of pocket expenses incurred in connection with the audit in addition to service tax as applicable be and is hereby ratified.

SPECIAL BUSINESS:

- 4) To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. A. Kavitha (holding DIN 07379851), an additional director, holding office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing proposing her candidature for the office of a director under section 160 of the Companies Act, 2013, being qualified for appointment as an independent director of the company not liable to retire by rotation, to hold office for a term of 5 years up to forty third annual general meeting.

By Order of the Board

Place : Chennai
Date : May 25, 2016

S Sangeetha
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the annual general meeting (AGM) may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the company. Proxy to be valid shall be deposited at the registered office of the company at least forty eight hours before the time for holding the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A person holding more than 10% (ten percent) 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. Proxy form for the AGM is enclosed.**
2. **The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this notice at the end.
3. Members / proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
5. Information as required under the listing regulations in respect of appointment / re-appointment of directors is furnished and forms a part of the notice.
6. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of businesses set out above in resolution nos. 3 and 4 is annexed.
7. Pursuant to the provisions of section 91 of the Act and the listing regulations, the register of members and share transfer books will remain closed from Thursday, the 4 August, 2016 to Wednesday, the 10 August, 2016 (both days inclusive).
8. All correspondence relating to change of address, change in the e-mail ID already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to M/s. Karvy Computershare Private Ltd., the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
9. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH 13, duly filled in to the RTA. The prescribed form can be obtained from the RTA / DPs.
10. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail address provided by you.

11. Members may also note that the notice of the 38th AGM and the annual report for 2016 will also be available on the company's website, www.kartikinvestments.com for their download. The physical copies of the aforesaid documents including the relevant documents referred to in the notice and the explanatory statement will also be available for inspection at the company's registered office during normal business hours on working days up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the company's e-mail id: kartik_investments@yahoo.com.
12. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members are therefore, requested to provide their PAN, if not provided already.
13. The ISIN for equity shares of the company has been activated in NSDL and CDSL for admission of securities in dematerialised mode. Accordingly, members holding shares in physical mode are advised to get their shares dematerialised.

By Order of the Board

Place : Chennai
Date : May 25, 2016

S Sangeetha
Company Secretary

ANNEXURE TO THE NOTICE

A. INFORMATION AS REQUIRED UNDER LISTING REGULATIONS:

Item No. 2 – Appointment of Mr. R. Chandrasekar as a director liable to retire by rotation:

Mr. R. Chandrasekar has been a director of the company since 23 May, 2014. He is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment. Mr. Chandrasekar, aged 52 years, holds a Masters in Business Administration and a Post Graduate Diploma in Human Resource Management. He has over 30 years of professional experience and has been associated with M/s. Cholamandalam Investment and Finance Company Limited (CIFCL) for over 10 years and is currently the head of human resources function of CIFCL. Mr. Chandrasekar does not hold any shares in the company and is not related to any other director of the company. Names of other companies in which he holds directorship, committee membership / chairmanship as on 31 March, 2016 as per his disclosures to the board are given below:

Directorships	Committee membership including KITL
Kartik Investments Trust Limited	<ul style="list-style-type: none">- Audit Committee- Nomination & Remuneration Committee- Stakeholder Relationship Committee- Risk Management Committee
Cholamandalam Securities Limited	<ul style="list-style-type: none">- Nomination and Remuneration Committee
Chola Business Services Limited	<ul style="list-style-type: none">- Nomination & Remuneration Committee- Audit Committee

Item No. 4 – Appointment of Ms. A. Kavitha as an independent director:

Ms. A. Kavitha was appointed as an additional director of the company on 14 January, 2016 and holds office up to the date of this AGM. Ms. A Kavitha is a member of the Institute of Chartered Accountants of India. She has over 15 years of experience in the areas of finance, accounting, MIS, operations, risk management and audit. She is currently the Chief Financial Officer of Cholamandalam Securities Limited (CSEC). Ms. Kavitha does not hold any shares in the company and is not related to any other director of the company. Ms Kavitha is not holding directorship and committee membership in any other company as referred to in listing regulations and as per her disclosures to the board.

B. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 3 - Ratification of appointment of statutory auditors in the 38th AGM and fixing their remuneration:

Pursuant to the provisions of section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, M/s. Shanker Giri & Prabhakar, Chartered Accountants were appointed as statutory auditors at the 36th AGM held on 28 August, 2014 for a period of 3 consecutive years commencing from the conclusion of the 36th AGM till the conclusion of the 39th AGM subject to

ratification by members at every AGM.

The statutory auditors have confirmed that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Act and is in accordance with the requirements of section 139(1) of the Act read with rule 4 of the Companies (Audit and Auditors) Rules, 2014. The auditors have further confirmed that they are not disqualified from being appointed as auditors under the Act or the Chartered Accountants Act, 1949. Further, section 142 of the Act requires the remuneration of the auditors to be fixed in the general meeting and the same shall include the expenses, if any, incurred by the auditor in connection with the audit of the company and any facility extended to them.

Accordingly, the approval of the members is being sought by means of an ordinary resolution for ratification of appointment of M/s. Shanker Giri & Prabhakar, Chartered Accountants, as the statutory auditors, to audit the financial statements of the company for the period from the conclusion of the 38th AGM till the conclusion of the 39th AGM at a remuneration as specified in resolution no. 3 of the notice. The board recommends the ratification of appointment of the statutory auditors of the company for approval of the shareholders.

None of the directors, key managerial personnel of the company and their relatives is concerned or interested in the resolution.

Item No. 4 – Appointment of Ms. A Kavitha as an independent director:

Pursuant to the provisions of section 161 of the Companies Act 2013 (“the Act”), Ms. A Kavitha was appointed as an additional director of the company on 14 January, 2016 and holds office up to the date of this AGM. The company has received a notice in writing along with a deposit of Rs.1,00,000/- from a member under the provisions of section 160 of the Act proposing the candidature of Ms. Kavitha as an independent director (ID). Ms. Kavitha has given a declaration to the board that she meets the criteria of independence as provided under section 149 of the Act as well as listing regulations. In the opinion of the board, Ms. A Kavitha fulfils the conditions specified in the Act and rules made there under for appointment as an ID. Pursuant to the provisions of section 149 of the Act, an ID shall hold office for a term up to five consecutive years on the board of a company and shall not be liable to retire by rotation.

Accordingly, the board recommends the appointment of ID for a term of 5 years. In compliance with the provisions of section 149 read with schedule IV of the Act and the listing regulations, the appointment of Ms. Kavitha is being placed before the members for their approval.

None of the directors, Key Managerial Personnel and their relatives other than Ms. Kavitha and her relatives is concerned or interested in the resolution.

By Order of the Board

Place : Chennai
Date : May 25, 2016

S Sangeetha
Company Secretary

VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

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 the Listing Regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 38th annual general meeting (AGM) scheduled to be held on Wednesday, the 10 August, 2016 at 4 p.m.

The company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) to provide remote e-voting facility to enable members to provide their votes in a secure manner.

The board of directors of the company has appointed Mr. R.Sridharan of M/s. R.Sridharan & Associates, practicing company secretary, Chennai as the scrutiner for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Companies Act, 2013 and the rules made there under, the company has fixed 3 August, 2016 as the cut-off date. The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e., 3 August, 2016.

The remote e-voting facility begins on **Friday, the 5 August, 2016 (9:00 a.m. Indian Standard Time) and ends on Tuesday, the 9 August, 2016 (5:00 p.m. Indian Standard Time)**. During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 3 August, 2016, are entitled to avail the facility to cast their vote electronically / voting in the general meeting as the case may be. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s. Karvy Computershare Private Limited upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

A. Members holding shares in physical form whose e-mail IDs are not registered with the company:

- i. E-Voting Event Number – (2456), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from sl. no. (i) to sl. no. (ix) in the instructions given below to cast vote.

B. Voting at AGM:

The members who have not cast their vote electronically, can exercise their voting rights at the AGM. The company will make necessary arrangements in this regard at the AGM Venue.