

**KARTIK
INVESTMENTS
TRUST LIMITED**

**40th ANNUAL REPORT
2017-18**

Corporate Information

Board of Directors

R Surendran (DIN 00010017)
P Nagarajan (DIN 00110344)
R Chandrasekar (DIN 02687447)
A Kavitha (DIN 07379851)

Secretary

S Sangeetha

Auditors

V K A N & Associates
Chartered Accountants
#6/23, APN Building, 2nd Floor, TTK Road, 1st Cross Street,
Alwarpet, Chennai 600 018

Registered Office

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

Corporate Identity Number

L65993TN1978PLC012913

Registrar and Share Transfer Agent

Karvy Computershare Private Limited, Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad,
Telangana – 500032

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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: kartikinvestmentstrust@gmail.com; Website: www.kartikinvestments.com

NOTICE TO MEMBERS

Notice is hereby given that the Fortieth annual general meeting of the members of Kartik Investments Trust Limited will be held at 4.00 p.m. on Thursday, 27 September, 2018 at the 'Dare House', No.2, N.S.C. Bose Road, Parrys, Chennai 600 001 to transact the following business:

ORDINARY BUSINESS:

1) To consider and if deemed fit, to pass, 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, 2018 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, 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, 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 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. VKAN & Associates, Chartered Accountant, Chennai bearing registration no. 014226S be and is hereby appointed as the statutory auditor of the company for a period of five years from the conclusion of the fortieth annual general meeting till conclusion of the forty fifth annual general meeting at a remuneration of Rs.68,000/- for FY 2018-19 including the actual out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable.

RESOLVED FURTHER THAT the board of directors of the company (including any committee thereof) be and is hereby authorised to fix the remuneration payable to the statutory auditors of the company, from time to time including the actual out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period till the conclusion of forty fifth annual general meeting.

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 ("the Act") 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), Mr. P. Nagarajan (holding DIN 00110344), an additional director, holding office up to the date of this annual general meeting be and is hereby appointed as an independent director of the company for a term of 5 years from 7 August, 2018 up to 6 August, 2023.

By Order of the Board

Place : Chennai
Date : August 29, 2018

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 member. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 business set out above in resolution nos. 3 & 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 Friday, the 21 September 2018 to Thursday, the 27 September, 2018 (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 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. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA.

11. Members may also note that the notice of the 40th AGM and the annual report for 2018 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: kartikinvestmentstrust@gmail.com.
12. SEBI has mandated the submission of the permanent account number (PAN) /Bank Account details by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN /Bank Account details to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
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.
14. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the company well in advance so as to enable the management to keep the information ready.
15. Members may please be informed that, pursuant to SEBI LODR Amendment Regulations, effective December 5, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository. Hence Members are encouraged to demat their physical holding for any further transfer of shares.

By Order of the Board

Place : Chennai
Date : August 29, 2018

S Sangeetha
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No. 3 - Appointment of statutory auditor and fixing their remuneration:

The Company had received a letter of resignation dated 29th August 2018 from Mr. Senthamarai Kannan, Chartered Accountant, Statutory Auditor of the Company.

Pursuant to the provisions of section 139, 140, 141, 142 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, the board of directors had recommended the appointment of M/s. VKAN & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of five years subject to the approval of members.

M/s. VKAN & Associates, Chartered Accountants 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 appointment of M/s. VKAN & Associates, Chartered Accountants as the statutory auditor to audit the financial statements of the company for the period from the conclusion of the 40th AGM till the conclusion of the 45th AGM at a remuneration as specified in resolution no. 3 of the notice. The board recommends the appointment of the statutory auditors of the company for approval of the members.

Item No. 4 – Appointment of Mr. P. Nagarajan as an independent director:

Pursuant to the provisions of section 161 of the Act and based on the recommendation of the nomination and remuneration committee, Mr. P Nagarajan was appointed as an additional director of the company at the Board Meeting held on 7 August, 2018 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings are disclosed below. The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidature of Mr. Nagarajan as a director. Mr. Nagarajan has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. The board recommends the resolution appointing him as an independent director of the company for a period of 5 years and shall not be liable to retire by rotation. In compliance with the provisions of section 149 read with schedule IV of the Act and the listing regulations, the appointment of Mr. P. Nagarajan is being placed before the members for their approval.

None of the directors, key managerial personnel of the company and their relatives are concerned or interested in the resolution except Mr. Nagarajan.

DISCLOSURE UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of Director	Mr. R. Chandrasekar	Mr. P. Nagarajan
DIN	02687447	00110344
Date of Birth	22 May, 1964	12 June, 1951
Date of Appointment (Initial appointment)	Appointed as an additional director of the company at the meeting of Board of Directors held on 28 March, 2014. Appointed as a Non-Executive Director at the General Meeting held on 23 May, 2014.	Appointed as an additional director of the company at the meeting of Board of Directors held on 7 August, 2018.
Qualification	Masters in Business Administration and a Post Graduate Diploma in Human Resource Management.	Member of Institute of Chartered Accountants of India, holds a Bachelors degree in Commerce and also holds a Degree in Law.
Expertise in specific functional areas	Has 32 years of professional experience	Has over 40 years of professional experience in the areas of Finance & Accounts having specialized in areas like Treasury, Forex, Working Capital Management, Corporate Taxation, Corporate restructuring
Number of meetings of the board attended during the year	Attended all 4 meetings of the board held during the year.	Not Applicable
Directorships in other companies (including foreign companies)	<ol style="list-style-type: none"> 1. Kartik Investments Trust Limited 2. Cholamandalam Securities Limited 3. Chola Business Services Limited 	<ol style="list-style-type: none"> 1. Coromandel Engineering Company Ltd (CECL) 2. Ambadi Investments Limited (AIL) 3. Murugappa Management Services Limited (MMSL) 4. Jasper Industries Pvt. Ltd (JIPL) 5. Jasper Automobiles Telangana Pvt. Ltd 6. Parry Sugars Refinery India Pvt. Ltd. (PSRIL) 7. Jasper Automobiles Pvt. Ltd

Memberships in board committees of other companies (includes membership details of all committees)	<u>Chola Business Services Limited</u> 1. Nomination and Remuneration Committee 2. Audit Committee	Chairman: 1. Audit Committee – CECL & PSRIL Member: 1. Nomination & Remuneration Committee – MMSL, CECL, AIL 2. Risk Management Committee - CECL 3. Management Committee (JIPL)
No. of shares held in the company	Nil	Nil
<i>Inter-se</i> relationship with any other directors or KMP of the company	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil (only eligible for sitting fee)
Details of remuneration last drawn	Nil	Not applicable