

**KARTIK
INVESTMENTS
TRUST LIMITED**

**41st ANNUAL REPORT
2018-19**

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

M/s. 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 Fintech 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 forty first annual general meeting of the members of Kartik Investments Trust Limited will be held at 4.00 p.m. on Wednesday, 18th September, 2019 at '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, 2019 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 (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.

SPECIAL BUSINESS:

3) To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Ms. Bala Ravi be and is hereby appointed as the Manager of the Company for a term of three years with effect from 15th May 2019 without remuneration.

4) To consider and if deemed fit, to pass, the following as an **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, and the Rules framed there under, (including any statutory modifications or re-enactment thereof, for the time being in force) ("the Act"), the approval of members of the company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution including but not limited to incorporation of amendment/ suggestion/ observations made by the Registrar of Companies, Chennai, Tamil Nadu.

By Order of the board

Place : Chennai
Date : May 15, 2019

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of director 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 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 12th September, 2019 to Wednesday, the 18th September, 2019 (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 Fintech 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 environment and 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. Copies of the annual report for 2019, notice of the 41st AGM along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the company / DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
12. Members may note that the notice of the 41st AGM and the annual report for 2019 will also be available on the company's website, www.kartikinvestments.com for 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. For any communication, the members may also send requests to the company's e-mail id: kartikinvestmentstrust@gmail.com.
13. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
14. Since shares of the Company are traded on stock exchange in demat mode, members holding shares in physical mode are advised to get their shares dematerialised. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
15. 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.

By Order of the board

Place : Chennai
Date : May 15, 2019

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 Ms. Bala Ravi as Manager of the Company:

Pursuant to Section 203 of the Companies Act, 2013, the Company shall have the whole-time key managerial personnel. The Board of Directors at their meeting held on 15th May 2019 had appointed Ms. Bala Ravi as Manager of the Company with immediate effect for a period of three years without remuneration subject to the approval of the shareholders. As the appointment of Manager is required to be approved by the shareholders at the next general meeting held after the appointment by the Board, the approval of the shareholders is being sought.

Ms. Bala Ravi is a commerce graduate and also an Associate member of The Institute of Cost Accountants of India. She has 6 years of experience in handling finance function.

The Board recommends the appointment of Ms. Bala Ravi as Manager of the Company for a term of 3 years.

None of the directors, key managerial personnel of the company and their relatives except Ms. Bala Ravi who is being appointed under this resolution and her relatives are concerned or interested in the resolution.

Item No. 4 - Alteration of Articles of Association of the Company:

The existing Articles of Association ("AOA") of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the sections of the Companies Act, 1956. It is proposed to replace the existing AOA with a new set of articles aligned with the provisions of the Companies Act, 2013 including the rules framed there under.

As per the provisions of section 14 of the Act, alteration of the AOA of the company needs to be approved by the members of the company.

The Board of Directors at its meeting held on May 15, 2019 has accorded its approval for adoption of a new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. The Board of Directors recommends the alteration of AOA of the Company by way of a Special Resolution for approval of the members at the 41st AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

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

Name of the KMP / Director	Ms. Bala Ravi	Mr. R Chandrasekar
DIN	Not applicable	02687447
Date of Birth	July 27,1990	May 22,1964
Date of Appointment (Initial appointment)	May 15, 2019	March 28, 2014
Qualification	Bachelor's degree in Commerce Associate member of The Institute of Cost Accountants of India	Masters in Business Administration and a Post Graduate Diploma in Human Resource Management
Expertise in specific functional area	has over 6 years of experience in handling finance function	has over 33 years of professional experience in handling human resource functions.
Number of meetings of the board attended during the year	Not applicable	4 Meetings
Inter-se relationship with any other directors or KMP of the company	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil
Details of remuneration last drawn	Nil	Nil
No of shares held in the company	Nil	Nil
Directorships in other companies	Nil	Chola Business Services Limited (CBSL)
Membership in board committees of other companies	Nil	<ul style="list-style-type: none"> - Nomination & Remuneration Committee of CBSL - Audit Committee of CBSL

VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 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 41st annual general meeting (AGM) scheduled to be held on Wednesday, the 18th September, 2019 at 4.00 p.m.

The company has engaged the services of Karvy Fintech 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 scrutiniser 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 Act and the rules made there under, the company has fixed 11th September, 2019 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e 11th September, 2019.

The remote e-voting facility begins on Sunday, the 15th September, 2019 (9:00 a.m. Indian Standard Time) and ends on Tuesday, the 17th September, 2019 (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 11th September, 2019, 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 Karvy Fintech 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 members voting electronically are as under:

A. For members receiving an e-mail from Karvy, e-voting service provider [for members whose e-mail addresses are registered with the company / DP(s)]:

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number- 4877 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".