

# ***Kshitij Investments Limited***

## **37<sup>th</sup> Annual Report**

**2015-16**

## **REGISTERED OFFICE**

509, Loha Bhavan,  
93 P, D'Mello Road,  
Carnac Bunder,  
Mumbai- 400009.

## **BOARD OF DIRECTORS**

Mr. Pankaj Raval  
Mr. Naba Kumar Das  
Mrs. Punam Rao  
Mr. Manab Das

Mr. Tushar Kanti Mittra

## **CHIEF FINANCIAL OFFICER**

Mr.Kshitij Rajkumar

## **COMPANY SECRETARY**

Archana Singh

## **AUDITORS**

M/s. M.P.Shah & Company  
Chartered Accountants, Kolkata

## **BANKERS**

### **State Bank of Mysore**

Nariman Point Branch

### **Union Bank of India**

Cumbala Hill Branch

## **REGISTRAR & TRANSFER AGENTS**

Purva Share Registry (India) Pvt. Ltd.  
No.9, Shiv Shakti Industrial Estate,  
Ground Floor, JR Boricha Marg,  
Opp. Kastura Hospital, Lower Parel,  
Mumbai- 400011

# **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** pankaj.raval@rediffmail.com

Tele Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

## **NOTICE**

**Notice** is hereby given that the **37<sup>th</sup> Annual General Meeting** of the members of the Company will be held on **Wednesday, the 28<sup>th</sup> Day of September, 2016** at 12.30 p.m at the Registered Office of the Company situated at 509, Loha Bhavan, 93, P.D'Mello Road, Carnac Bunder, Mumbai- 400009 to transact with or without modification(s), as may be permissible , the following business:

### **ORDINARY BUSINESS**

#### **1) Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 together with the Report of the Directors' and Auditors' thereon.

#### **2) Appointment of Director**

To appoint a Director in place of Mr. Pankaj Hiralal Raval (DIN: 00288660) who retires by rotation, and being eligible, offers himself for re-appointment.

#### **3) Re - appointment of Auditor and fixing their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 , the appointment of M/s. M. P. Shah & Co., Chartered Accountants (FRN: **302047E**) be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of 2017 who have been re-appointed till the conclusion of the Annual General meeting to be held in 2019 of the Company subject to their ratification at every AGM on such remuneration as may be agreed upon by the Board of Directors."

### **SPECIAL BUSINESS**

#### **4) Adoption of new Memorandum of Association and Articles of Association as per the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;"

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;”

**“RESOLVED FURTHER THAT** Mr. Naba Kumar Das, Director of the Company, be and is hereby authorized to do all such acts, deeds and actions as maybe necessary, proper or expedient to give effect to this resolution”

#### **5) Appointment of Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Tushar Kanti Mittra (DIN: 07121760), be and is hereby appointed as Independent Director for a term of five years from the conclusion of this Annual General Meeting, not liable to retire by rotation.

**Regd. Office:**

509, Loha Bhavan,  
93,P.D'Mello Road,  
Carnac Bunder,  
Mumbai- 400009

Place: Kolkata

**Date: 06.09.2016**

**By Order of the Board**

Sd/-	Sd/-
Pankaj Hiralal Raval	Naba Kumar Das

**Director**

**Director**

Din:- 00288660

Din:- 02604632

## NOTES

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the annual general meeting, duly stamped.
- Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
- Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- The Register of Members and the Share Transfer Books of the Company will remain closed from **21<sup>st</sup> September, 2016 to 27<sup>th</sup> September, 2016** (Both Days Inclusive) for the purpose of the Annual General Meeting.
- Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
- Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
- Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
- In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
- Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.

- Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Registrar & Share Transfer Agent. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Company/ Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
- Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website <http://www.kilttd.in/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
- In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Pankaj Kumar Modi, Scrutinizer, A307, Deluxe Center Building, 1st Floor, 157C Lenin Sarani, Kolkata- 700013 Phone: 9883176719, Email: [pankaj.modi84@gmail.com](mailto:pankaj.modi84@gmail.com) so as to reach him on or before Tuesday, September 27, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as invalid if the reply from the Members has not been received.

- Members can request for a Ballot Form at **KSHITIJ INVESTMENTS LIMITED**, 509, Loha Bhavan, 93,P.D'Mello Road, Carnac Bunder, Mumbai- 400009 or they may also address their request through E-mail to: ksh.inv.ltd@gmail.com, Contact No.: (022) 2344-9344.
- The E-voting period for all items of business contained in this Notice shall commence from **Saturday the 24th September, 2016 at 9.00 a.m. and will end on Tuesday, the 27th September, 2016 at 5.00 p.m.** During this period equity shareholders of the Company holding shares in physical form as on the cutoff date of **21st September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **21st September, 2016**.
- Mr. Pankaj Kumar Modi, Practicing Company Secretary (Membership No.: ACS 28600) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
- The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
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- **Voting Through Electronic Means**
  - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and under Regulation 44 of the (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 37<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- The process and manner for remote e-voting are as under:

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on **24th September, 2016 at (9:00 am) and ends on 27<sup>th</sup> September, 2016 at (5:00 pm)**. During this period shareholders' of the Company, holding shares in physical form as on the cut-off date (record date) of **21st September, 2016** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVEN for the relevant **KSHITIJ INVESTMENTS LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **24th September, 2016 at (9:00 am) and ends on 27th September, 2016 at (5:00 pm)**. During this period shareholders’ of the Company, holding shares in physical form, as on the cut-off date (record date) of **21st September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21<sup>st</sup> September, 2016**.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e **21<sup>st</sup> September, 2016** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [busicomp@vsnl.com](mailto:busicomp@vsnl.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 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 as well as voting at the AGM through ballot paper.
- Mr. Pankaj Kumar Modi, Practicing Company Secretary (Membership No. 28600) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be uploaded on the Own website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.