

KIRTI INVESTMENTS LIMITED

Regd. Office: 202,A-Wing, Bldg. no.3, Rahul Mittal Industrial Estate,
Sir M.V. Road, Andheri (East) Mumbai – 400 059

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

VOTING STARTS ON	VOTINGS ENDS ON
19 th January, 2019	19 th February, 2019

To,
The Member(s)

Notice is hereby given pursuant to section 110 and other applicable provisions, if any of the Companies Act, 2013 (*“the Act”*) (including any amendment thereto or re- enactment thereof) read with the Companies (Management and Administration) Rules, 2014 (*“the Rules”*) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*“Listing Regulations”*) and other applicable laws and regulations, if any, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot which includes remote voting by electronic means (*“E-voting”*). The explanatory statement pertaining to the proposed resolutions setting out the material fact concerning each resolution and the reasons thereof is annexed hereto with the postal ballot notice for your consideration. The postal ballot notice along with the postal ballot form is also available on the website of the Company at www.kirtiinvestments.com.

The Statement pursuant to section 102 of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary, Mumbai Membership No. 5976 & Certificate of Practice No. 5356 as the Scrutinizer to conduct the Postal Ballot / E-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions given under notes of this Notice and printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. (IST) on **Tuesday, 19th February, 2019**. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Postal Ballot Forms received after the aforesaid time and date will be considered as invalid.

The Company is pleased to offer facility of E-voting as an alternate to its members to enable them to cast their votes through E-voting instead of returning duly filled Postal Ballot Form. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Members holding equity shares of the Company as on **11th January, 2019** (**“Record date”**) have both the options of voting i.e. by E-voting or through Postal Ballot Form.

For the purpose of E-voting, the Company has engaged the services of National Securities Depository Limited (NSDL). In case a member votes through E-voting facility as well as sends his/her vote through Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through Postal Ballot Form shall not be considered.

The Scrutinizer will submit his report to the Chairman of the Company (*“the Chairman”*) or any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including E-voting) for declaration of results. The results of Postal Ballot shall be declared on **Thursday, 21st February 2019** by the Chairman or person authorized by Chairman and shall be displayed on the Notice Board at the registered office of the Company besides being communicated to the Calcutta Stock Exchange Limited & Metropolitan stock Exchange of India Limited on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.kirtiinvestments.com and on www.evotin@nsdl.co.in for the information of the members. The last date of receipt of postal ballot i.e. **Tuesday, 19th February, 2019** shall be considered as the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Sub-Division of Equity shares:

*To consider and if thought fit, to give assent/dissent to the passing of the following resolution as an **Ordinary resolution:***

“RESOLVED THAT pursuant to section 61 and other applicable provision of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this respect, approval of the members be and is hereby given for sub-dividing each equity share of the Company having face value of Rs. 10/- each into 2 (Two) equity shares having face value of Rs. 5/- each fully paid-up on such date as may be fixed by the Board of Directors (hereinafter referred to as ‘the Board’) for this purpose (‘Record Date’).

RESOLVED FURTHER THAT upon sub-division of equity shares, the share certificates in respect of the existing equity shares of face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing issued share certificates and in case of equity shares held in dematerialized form, the sub-divided equity shares shall be credited to the beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

“RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Associations of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

2. Alteration to the Capital clause of the Memorandum of Association of the Company:

*To consider and if thought fit, to give assent/dissent to the passing of the following resolution as an **Special resolution:***

“RESOLVED THAT pursuant to sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force), approval of the members be and is hereby given for alteration/sub-division of shares of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity shares of face value of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity shares of face value of Rs. 5/- each.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following:

“V. The Authorised share capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 2,20,00,000(Two Crores Twenty Lakhs) Equity shares of face value of Rs. 5/- each with the rights, privileges and conditions attaching thereto as are provided by the Article of Association of the Company for the time being with powers to increase or reduce or modify the capital classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Article of Association of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

By order of the Board
For **Kirti Investments Limited**

Place: Mumbai
Date: 14.01.2019

Authorised Signatory

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 11th January 2019 i.e. the cut-off date for dispatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by Speed post along with a postage-prepaid self-addressed Business Reply envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **11th January 2019** will be considered for the purpose of voting. A person who is not a Member as on 11th January 2019 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
4. The E-voting period begins on Saturday, 19th January 2019 at 09:00 a.m. and ends on Tuesday, 19th February 2019 at 5.00p.m.
5. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or E-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and return the duly completed form in the enclosed self-addressed business reply envelope, So as to reach the Scrutinizer, Ms. Kala Agarwal, Practicing Company Secretary on the address mentioned on business reply envelope, on or before 5:00 p.m. on Tuesday, 19th February 2019. The Postal Ballot Forms received after 5.00 p.m. on Tuesday, 19th February 2019, will be treated as if the reply from the member has not been received.
8. Any queries/grievances pertaining to voting by postal ballot including the E-voting process can be addressed to the Corporate office of the Company: Prestige Precinct, 3rd Floor, Almeida Road, Thane (West)- 400 601.
9. Voting through electronic means (E-voting).
 - a. In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Bank has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
 - b. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. 11th January, 2019.

- c. CS Kala Agarwal, Practicing Company Secretary has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the E-voting and Postal Ballot process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Saturday, 19th January 2019 at 09.00 a.m. and ends on Tuesday, 19th February, 2019 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th January, 2019 may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter.
- a) The instructions for e-voting are stated as under:

<u>How to Log-into NSDL e-Voting website?</u>	
<p>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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.</p> <p>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.</p> <p><i>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.</i></p> <p>4. Your User ID details are given below :</p>	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in	EVEN Number followed by Folio Number registered with the

Physical Form.

company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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'?

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'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

1. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:
 - (i). Initiate password is provided as below/at the bottom of the Postal Ballot form:
EVEN (E Voting Event Number) USER ID PASSWORD
 - (ii). Please follow all the steps from Sr. no (1) to Sr. no. (9) above to cast vote
 - b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.
 - c) 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 Password' option available on the site to reset the password.
 - d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - e) 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).
 - f) The e-voting period commences on January 19, 2019 (9:00 am) and ends on February 19, 2019 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date (record date) of January 11, 2019, 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 the Member, the Member shall not be allowed to change it subsequently.
 - g) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date (record date) of January 11, 2019 subject to the provisions of the Banking Regulation Act, 1949.
10. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company during working hours on any working day.

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

The following explanatory statement set out all the material facts:

Item No. 1:

In order to improve the liquidity of the Company's shares on the stock market and also make them affordable to the small investors, it is proposed to sub-divide 1 (One) equity share of the Company of face value of Rs. 10/- each into 2 (Two) equity shares of face value of Rs. 5/- each.

The aforesaid is subject to the approval of members.

The Board of Directors recommends passing of the Ordinary resolution set out at item no. 1 of this notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2:

In view of the proposed sub-division of equity shares and to take care of the future equity funding requirements and to liquidate the shares for the shareholders, if any, it is proposed to amend the clause of the Memorandum of Association (MOA) of the Company from the present Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity shares of face value of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity shares of face value of Rs. 5/- each.

The aforesaid is subject to the approval of members.

A copy of the MOA incorporating the proposed amendment will be kept open for inspection by members at the corporate office at Prestige Precinct, 3rd Floor, Almeida Road, Thane (West)- 400 601 of the Company from January 16, 2019 from 10.00 a.m. to 1.00 p.m., except on holidays, up to the last date of the voting period.

The Board of Directors recommends passing of the ordinary resolution set out at item no. 2 of this notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board
For Kirti Investments Limited

Place: Mumbai

Date: 14.01.2019

Authorized Signatory

Regd. Office:

202,A-Wing, Bldg. no.3,
Rahul Mittal Industrial Estate,
Sir M.V. Road,
Andheri (East)
Mumbai – 400 059