

**KARTIK INVESTMENTS TRUST LIMITED**

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

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CIN: L65993TN1978PLC012913

E-mail ID: [kartikinvestmentstrust@gmail.com](mailto:kartikinvestmentstrust@gmail.com); Website: [www.kartikinvestments.com](http://www.kartikinvestments.com)

**NOTICE TO MEMBERS**

**Notice** is hereby given that the forty sixth annual general meeting of the members of Kartik Investments Trust Limited will be held at 4.00 p.m. on Friday, the 2<sup>nd</sup> day of August 2024 at Tamarai Tech Park, North Block 3<sup>rd</sup> Floor, SP Plot No.16-19 & 20-A, Thiru-Vi-Ka Industrial Estate, Inner Ring Road, Guindy, Chennai – 600032 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, 2024 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 thought fit, to pass the following resolution as **SPECIAL 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. M Gayathri be and is hereby re-appointed as the Manager of the Company for a further term of three years effective 14<sup>th</sup> May 2024 till 13<sup>th</sup> May 2027 with nil remuneration.

By Order of the board

Place: Chennai  
Date: May 6, 2024

**Krithika Vijay Karthik**  
*Company Secretary*

**NOTES:**

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and 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 also providing facility for voting by electronic means. Detailed Instructions and other information relating to e-voting are given as an annexure to this notice.
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 / institutional shareholders who are intending to authorize their 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 to the email of the scrutinizer at [cssrinidhi.sridharan@gmail.com](mailto:cssrinidhi.sridharan@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
5. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of re-appointment of directors is furnished and forms 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 no. 3 is annexed.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books will remain closed from the Saturday, the 27<sup>th</sup> July, 2024 to Friday, the 2<sup>nd</sup> August, 2024 (both days inclusive)
8. All correspondence relating to change of address, change in the e-mail ID already registered with the company, transmission / transposition of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin

Technologies Limited (KFIN), 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. SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature] to complete their KYC updation by writing to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.kartikinvestments.com](http://www.kartikinvestments.com). Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
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. In compliance with the circulars, copies of the annual report for 2024, notice of the 46<sup>th</sup> AGM along with attendance slip and proxy form are sent only through electronic mode to all the members whose e-mail IDs are registered with the RTA / 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.
1. Members may note that the notice of the AGM and the annual report will also be available on the company's website, [www.kartikinvestments.com](http://www.kartikinvestments.com), RTA: <https://evoting.kfintech.com/public/Downloads.aspx> and on the website of the stock exchange: [www.bseindia.com](http://www.bseindia.com). For any communication, the members may send requests to the company's e-mail id: [kartikinvestmentstrust@gmail.com](mailto:kartikinvestmentstrust@gmail.com).
2. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

3. SEBI has mandated listed companies to issue securities only in dematerialised form while processing service requests viz, transfer, transmission, Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate; consolidation of securities certificates/folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the company and RTA.
4. Members desirous of obtaining any information / clarification relating to the financials may submit their query in writing to the company well in advance so as to enable the management to keep the information ready.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members during the AGM.

By Order of the board

Place: Chennai  
Date: May 6, 2024

**Krithika Vijay Karthik**  
*Company Secretary*

**ANNEXURE TO THE NOTICE****A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item No. 3: Re-appointment of Ms. M Gayathri 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 shareholders at the 43<sup>rd</sup> Annual General Meeting of the Company, had approved the appointment of Ms. Gayathri M as Manager of the Company for a term of three years w.e.f. 14<sup>th</sup> May 2021 till 13<sup>th</sup> May 2024 with nil remuneration.

The term of Ms. M Gayathri expired on 13<sup>th</sup> May 2024 and the board considered re-appointment of Ms. Gayathri as manager of the Company for a further term of three years effective 14<sup>th</sup> May 2024 till 13<sup>th</sup> May 2027. As the re-appointment of Manager is required to be approved by the shareholders at the ensuing annual general meeting held after the appointment by the Board, the approval of the shareholders is being sought.

The Board recommends the re-appointment of Ms. Gayathri as Manager of the Company for a term of 3 years with nil remuneration.

Except Ms. Gayathri, being the appointee, none of the directors, key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution.

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

<b>Name of the KMP / Director</b>	Mr. R Chandrasekar	Ms. M Gayathri
DIN	02687447	Nil
Date of Birth	May 22, 1964	January 16, 1984
Date of Appointment (Initial appointment)	March 28, 2014	May 14, 2021
Qualification	Master's in Business Administration and a Post Graduate Diploma in Human Resource Management.	Bachelor degree in Commerce and a Masters in Business Administration
Expertise in specific functional area	Has over 38 years of professional experience in handling human resource functions.	Has over 17 years of experience in handling finance function.
Number of meetings of the board attended during the year	Attended 4 out of 4 Meetings of the board held during the year.	Attended 4 out of 4 Meetings of the board held during the year.
Inter-se relationship with any other directors or KMP of the company	Nil	Nil
Details of remuneration sought to be	Nil	Nil

paid		
Details of remuneration last drawn	Nil	Nil
No. of shares held in the company (including shareholding as a beneficial owner)	Nil	Nil
Directorships in other companies	Nil	Not applicable
Listed entities from which the director has resigned from directorship in the past three years	Nil	Not applicable
Membership in board committees of other companies	Nil	Not applicable

**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 AGM scheduled to be held on Friday, August 2, 2024 at 4 p.m.

The board of directors of the company has appointed Ms. Srinidhi Sridharan of M/s. Srinidhi 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 Act and the rules made there under, the company has fixed 26<sup>th</sup> July, 2024 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. 26<sup>th</sup> July, 2024.

The remote e-voting facility begins on Tuesday, the 30<sup>th</sup> July, 2024 (9:00 a.m. Indian Standard Time) and ends on Thursday, the 1<sup>st</sup> August, 2024 (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 26<sup>th</sup> July, 2024, are entitled to avail the facility to cast their vote through remote e-voting.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN 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.

**Instructions for e-voting:****a. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>III. Proceed with completing the required fields and follow steps given in point 1 above</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e., KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login tab and select New System Myeasi</p> <p>II. Login with your registered user id and password.</p> <p>III. The user will see the e-Voting tab at the top of the page. Click on the e- voting tab to view the list of e-voting Events</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields for registration and then follow the steps given in point 1 above</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your Demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFinTech</b> where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFinTech e-voting website for casting your vote during the remote e-voting period</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider ESP– KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p>



**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. The Individual Shareholders holding securities in demat mode may reach out to the helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43

**b. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Members whose email IDs are registered with the company / depository participant(s), will receive an email from KFin, which will include details of E-voting Event Number 8080.USER ID and Password. Members will have to follow the below mentioned process:
  - i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will EVEN be 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 KFin 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”.
  - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the E-voting event.
  - vii. Select the EVENT of Kartik Investments Trust Limited and click on“SUBMIT”.

- viii. Now you are ready for e-voting as “Cast Vote” page opens.
  - ix. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN.
  - x. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - xii. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
  - xiii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
  - xiv. Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, [cssrinidhi.sridharan@gmail.com](mailto:cssrinidhi.sridharan@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format “KARTIK – 46<sup>TH</sup> AGM”.
2. Members whose e-mail IDs are not registered with the company / DPs are requested to follow the below mentioned process:
- a. Members may temporarily get their email ID and mobile number registered with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/isc/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - c. After receiving the e-voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiv) in pt.1) to cast your vote by electronic means.

**Instructions for the members 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.

**Other instructions:**

- i. E-Voting Event Number – 8080(EVEN).
- ii. Members may refer to the Help & Frequently Asked Questions (FAQs) section of <https://evoting.kfintech.com/public/Faq.aspx> or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin on & Toll-free No. 1800-345-4001 for any technical assistance or support before or during the AGM.
- iii. 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).
- iv. 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 26<sup>th</sup> July, 2024.
- v. The members, whose names appear in the Register of Members / list of beneficial owners as on Friday, the 26<sup>th</sup> July, 2024, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- vi. Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice to the members and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if you are already registered with KFin for remote e-voting then member can use his/her existing user ID and password for casting your vote.
- vii. In case a person has become a member of the company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:

1. Example for NSDL:

MYEPWD <SPACE> IN12345612345678

2. Example for CDSL:

MYEPWD <SPACE> 1402345612345678

3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password. Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.

- viii. A member can opt for only one mode of voting i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- ix. The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser’s report on or before 4<sup>th</sup> August, 2024 of the total votes cast in favour or against, if any, to the chairman of the company or person authorised by him in writing who shall countersign the same.
- x. The results declared along with the scrutiniser’s report shall be placed on the company’s website [www.kartikinvestments.com](http://www.kartikinvestments.com) and \_on the website of KFIN, <http://evoting.kfintech.com/public/downloads.aspx> after the result is declared by the Chairman /authorised person and simultaneously communicated to BSE Limited.

## Route Map for AGM Venue

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**Tamarai Tech Park, North Block 3rd Floor, SP Plot No.16-19 & 20-A, Thiru-Vi-Ka Industrial Estate, Inner Ring Road, Guindy, Chennai – 600032**

