

# KHATOD INVESTMENTS & FINANCE CO LTD

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CIN:L65993WB1990PLC084695

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## NOTICE OF POSTAL BALLOT

[Pursuant to Sections 110 And 108 of The Companies Act, 2013 Read with Rules 22 And 20 of The Companies (Management And Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given that pursuant to the provision of Sections 110 and 108 of the Companies Act, 2013 (the ‘Act’) read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the ‘Rules’), Secretarial Standard-2 on General Meetings (the ‘SS-2’), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and any other applicable laws and regulations, the following item of special business is proposed to be passed by postal ballot.

### SPECIAL BUSINESS:

- 1. Appointment of M/s Komandoor & CO. LLP , Chartered Accountants (FRN. 001420S/S200034) as the Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. VKR & Associates, Chartered Accountants, (FRN: 320323E)**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution-**

“**RESOLVED THAT** in supersession to the ordinary resolution passed by the Members at the Annual General Meeting of the Company held on 22nd day of September, 2017 and pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014; (including any amendment, modification, variation or re-enactment thereof), on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Komandoor & Co LLP., Chartered Accountants, (Firm Registration No.001420S/S200034) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this postal ballot (i.e. the last date for voting) till conclusion of the ensuing Annual General Meeting of the Company to fill the casual vacancy caused due to resignation of M/s. VKR & Associates, Chartered Accountants (Firm Registration No.320323E) at a remuneration as mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters

and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

The Explanatory Statement pursuant to Section 102(l) of the Act pertaining to the said Resolution setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is appended to this Notice.

The Board of Directors at its meeting held on 13<sup>th</sup> November, 2021 has appointed Ms. Prachi Todi, Practising Company Secretary (ACS No. 53022; CP No. 22964), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

Members can vote through the remote e-voting process. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically.

The remote e-voting period commences from 10.00 a.m. (IST) on Wednesday, the 5th day of January, 2022 and ends at 5.00 p.m. (IST) on Thursday, the 3<sup>rd</sup> day of February, 2022.

The result of the postal ballot shall be declared within 48 hours of end of e-voting by the Chairman or any other person authorised by him at the Registered office of the Company and also by placing the same on the Company's website- [www.khatodinv.com](http://www.khatodinv.com) and the results shall simultaneously be communicated to the Stock Exchanges.

**By Order of the Board**

**Sd/-  
Sweta Singh  
Company Secretary & Compliance Officer**

**Kolkata, 13<sup>th</sup> November, 2021**

## NOTES:

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners received from the Depositories as on Friday, December 31, 2021 ("Cut-Off Date") i.e. date for the purpose of reckoning the voting rights and sending the Notice and whose e-mail address is registered with the Company/ Depositories. The physical copies of the Postal Ballot Notice along with postal ballot forms have been sent to members for this Postal Ballot whose email id is not registered with Company/ Depositories. .
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
3. This Postal Ballot Notice will also be available on the Company's website at [www.khatodinv.com](http://www.khatodinv.com), websites of the Stock Exchange and Central Depository Services (India) Limited (CDSL) at [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
4. In order to continue the endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID/address, to register their e-mail ID/address. In respect of demat holdings, the members are requested to register their email ID/address with their Depository Participants. Members who hold shares in physical form are requested to register their e-mail ID/address with the Company's Registrar & Share Transfer Agent "Niche Technologies Private Limited" at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or with the Company at [khatodinv@gmail.com](mailto:khatodinv@gmail.com) mentioning their Name and Folio No.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions through the remote e-voting process or Postal Ballot. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. Friday, December 31, 2021 will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at on Wednesday, the 5th day of January, 2022 and ends at 5.00 p.m. (IST) on Thursday, the 3rd day of February, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The Scrutiniser shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company. Result of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website viz., [www.khatodinv.com](http://www.khatodinv.com), and will also be communicated to the stock exchanges, within two working days from last date of voting, i.e., on or before Saturday, 05<sup>th</sup> February, 2022 and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on Thursday, 03<sup>rd</sup> February, 2022, i.e., last date of the voting period.

## PROCEDURE FOR 'E-VOTING':

The remote e-voting period commences on Wednesday, 5<sup>th</sup> January, 2022 (10:00 a.m.) and ends on Thursday, 3<sup>rd</sup> February, 2022 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31<sup>st</sup> December, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on “Shareholders” tab.
- c. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the Image Verification character as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</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 in CAPITAL letters and the 8 digits of the sequence number 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 sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB or Bank Account Number (Dividend Bank Details)	<p>Enter the Bank Account Number (Dividend Bank Details) or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records for your folio.</p> <p>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (c).</p>

- g. After entering these details appropriately, click on “SUBMIT” tab.

- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN relevant for the Company "**Khatod Investments & Finance Co Ltd**".
- k. 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 the option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) 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.
- r. 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1**

#### **Item no. 1- Appointment of M/s Komandoor & Co LLP as the Statutory Auditor of the Company to fill up the casual vacancy of M/s VKR & Associates as Statutory Auditor**

The shareholders of the Company at the Annual General Meeting held on 22<sup>nd</sup> September, 2017, had appointed M/s VKR & Associates, Chartered Accountants (Firm Registration No.320323E) as Statutory Auditor of the Company for a period of five years from the conclusion above Annual General Meeting till the conclusion of the Annual General Meeting due to be held for the F.Y 2021-22.

M/s. VKR & Associates, Chartered Accountants at the time of taking up the assignment of Statutory Audit of the Company during the FY 2017-18 had a valid Peer Review Certificate. However Validity of the same has been expired on August 11, 2021. Further as informed by the auditor at the time of resignation via letter dated 03.11.2021, they were not able to finish the next cycle of peer review process till date and the same was in process, considering the fact they are not in a position to continue as the statutory auditors of our Company till the time peer review process gets completed, they have taken a decision to tender their resignation from the position of Statutory Auditors of the Company. Pursuant to the requirement of SEBI LODR, Regulation 33 (1) (d), 2015 every listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) are given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013("the Act"), the Board of Directors of the Company, at their meeting held on 03<sup>rd</sup> November, 2021 approved the appointment of M/s. Komandoor & Co LLP., Chartered Accountants, (Firm Registration No.001420S/S200034) as the statutory Auditor of the Company from till the conclusion of ensuing shareholders meeting till the conclusion of the ensuing Annual General Meeting of the Company, subject to the approval of shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the company and Auditor as mentioned below.

<b>S.No</b>	<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>1</b>	<b>Charges for Audit Fees</b>	<b>25000/-</b>

M/s Komandoor & CO. LLP, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment if approved and made by the members, will be within the limits prescribed under the Companies Act, 2013.

M/s Komandoor & CO. LLP, Chartered Accountants (Firm Registration No.001420S/S200034) is a leading Chartered Accountants firm head quartered at Hyderabad and having branches at Delhi, Chennai, Mumbai, Kolkata, Bangalore, Agra, Ahmedabad, Bhubaneswar, Ranchi, Visakhapatnam, Vijayawada, Tirupathi and Karimnagar. The firm comprises of Twenty One (21) Chartered Accountants as Partners with proven varied experience and track record in the field of Accounting, Auditing, Taxation Matters and specializations in Cyber audits, IS audits, Project evaluations, Valuations for Mergers, Acquisitions & Demergers, Project consultancy and project management consultancy.

M/s Komandoor & Co. LLP, Chartered Accountants, has subjected themselves to peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends Ordinary Resolution set out at Item 1 for approval by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item no. 1

**By Order of the Board**

**Sd/-**

**Sweta Singh**

**Company Secretary & Compliance Officer**

**Kolkata, 13<sup>th</sup> November, 2021**