

**KARTAVYA UDYOG VINIYOG LIMITED**  
**Formerly Known as Kanisk Udyog Viniyog Limited**  
Regd Office: 196/ C, C.R. Avenue, Kolkata-700007 West Bengal  
Tel No: 033-32627275, email: [info@kartavya.info](mailto:info@kartavya.info), Website: [www.kartavya.info](http://www.kartavya.info)  
CIN: L65910WB1981PLC033821

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**Postal Ballot Notice**  
**[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies**  
**(Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company is seeking the consent of the members for the below mentioned resolution by way of postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions and return the Postal Ballot Form duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, 21<sup>st</sup> March, 2016 at 5.00 P.M to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

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

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on 23<sup>rd</sup> March, 2016, at 03.00 p.m. at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website.

**SPECIAL BUSINESS:**

**PROPOSED RESOLUTION:**

**Item No: 1- Change of the existing name of the company**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from “Kartavya Udyog Viniyog Limited” to “Canopy Finance Limited”.

**“RESOLVED FURTHER THAT** the name Kartavya Udyog Viniyog Limited wherever appearing in the Memorandum and Articles of Association, any other necessary documents etc. be substituted by the new name Canopy Finance Limited upon approval of the same by the relevant authority.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to make the necessary application to the relevant authority for the approval of the aforesaid name and to do all such acts, things or deeds connection therewith and incidental thereto.”

**Item No: 2- Shifting of registered Office from one state to another**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**

**“RESOLVED THAT** pursuant to Section 12, 13, 110 and other applicable provisions of the Companies Act 2013, if any and subject to the confirmation by the Regional Director, Eastern Region, Kolkata the consent of the members of the company be and hereby accorded to shift the Registered Office from “State of West Bengal, Kolkata” to “State of Assam, Guwahati”.

**RESOLVED FURTHER THAT** the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

*II. The Registered Office of the Company shall be situated in “State of Assam”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to obtain requisite approvals and permissions from the competent authority and to accept modifications/alterations in the above resolution, if any, specified by the aforesaid authorities while conforming company’s petition for change of Registered Office and to do all such acts, things or deeds connection therewith and incidental thereto.”

**Item No: 3- Voluntary delisting of the equity shares of the company from Calcutta Stock Exchange Ltd.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the Regulation 7 of SEBI (Delisting of Equity Shares) Regulation 2009, amended till date and all other provisions of the applicable laws, the consent of the members be and is hereby accorded for delisting of the equity shares of the company from the Calcutta Stock Exchange Ltd without giving exit opportunity to the shareholders and also continuing the listing of the equity shares at BSE Limited, which is having nationwide terminals.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps for delisting of the equity shares of the company from the Calcutta Stock Exchange Ltd and sign such papers, documents, affidavits, undertakings etc and do such other acts and deeds on behalf of the Company, as they may consider proper and expedient in the matter.”

By Order of the Board  
For Kartavya Udyog Viniyog Limited

Sd/  
(Ashish Trivedi)

Managing Director  
Din No- 00402252

Place – Kolkata  
Date - 11.02.2016

**Notes**

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company at the registered office of the company on all working days between 11:00 a.m. and 5:30 p.m. upto 21st March, 2016.
3. The Company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot/ e-voting process.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 12<sup>th</sup> February, 2016. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date. A person who is not a member as on the cut-off date (record date) should treat this Notice for information purpose only.
5. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members by post along with the Postal Ballot Form.

6. The Company is extending e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional for members.
7. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and ballot of such member will be ignored.
8. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
9. Voting rights in the postal ballot form cannot be exercised by a proxy.
10. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman or a person authorized by him in writing, after last date of receipt of Postal Ballot/ e-voting i.e. 21<sup>st</sup> March, 2016, latest by 23<sup>rd</sup> March, 2016.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot/ e-voting will be final and binding.
12. The result of the Postal Ballot/ e-voting shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and on the website of CDSL and shall also be communicated to the stock exchanges where the Company's equity shares are listed. Simultaneously, the Chairman and in his absence any person authorised by the Chairman and Managing Director will announce the result of the Postal Ballot / e-voting at the Registered office of the Company on 23<sup>rd</sup> March, 2016.
13. The resolution shall be deemed to have been passed on the date of declaration of results i.e 23<sup>rd</sup> March, 2016, in the event, the draft resolution is assented to by the requisite majority of shareholders.
14. The result of the postal ballot/ e-voting will be published in the newspapers within 48 hours of the declaration of the result and will be posted on the website of the Company at [info@kartavya.info](mailto:info@kartavya.info).
15. The assent or dissent received after the last date of receipt of Postal Ballot / e-voting i.e., 21<sup>st</sup> March, 2016, shall be treated as if reply from the member has not been received.

## **INSTRUCTIONS FOR VOTING**

### **Voting in physical form:**

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage self-addressed envelope, so as to reach the scrutinizer on or before 5.00 p.m on 21<sup>st</sup> March, 2016. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Company.

3. This form should be completed and signed by the shareholder. In case of joint-holding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the Company.
4. The votes should be cast either in favour or against the resolution by putting the tick (√) mark provided for assent or dissent. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
5. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
6. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 1 above.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

#### **Instructions for E-voting:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited (“CDSL”) to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (“remote -voting”). The Company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as the Scrutinizer who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 12<sup>th</sup> February, 2016.

Process and Manner for Shareholders opting for e-voting is as under:-

- (i) The remote e- voting period begins on 21<sup>st</sup> February, 2016 at 9:00 a.m. and ends on 21<sup>st</sup> March, 2016 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 (record date) 12<sup>th</sup> February, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders” tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. 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 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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Postal Ballot Form annexed with the Postal Ballot Notice in loose leaf.

Dividend Bank Details / Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the records of the Company for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <**Kartavya Udyog Viniyog Limited**> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) Note for Non-Individual Shareholders & Custodians:

Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) 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.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

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).

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

The following explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

**Item No: 1**

Kartavya Udyog Viniyog Limited is a Non- Banking Finance Company (NBFC) registered with the Reserve Bank of India (RBI).

The Company being a Non Banking Finance Company (NBFC) is presently engaged in the dealing of shares and securities, therefore in order to give a more prudent name, the Board decided to change its name from “Kartavya Udyog Viniyog Limited” to “Canopy Finance Limited”.

The name “Canopy Finance Limited” has been duly approved and made available for changing the name by the Registrar of Companies, Kolkata vide their name approval letter dated 2<sup>nd</sup> February, 2016.

As per the provisions of the Companies Act, 2013 approval of the shareholders is required to be accorded for changing the name of the company by way of special resolution. Hence the resolution is put up for shareholders approval.

The name made available by ROC is valid only for 60 days within which all formalities are required to be complied.

None of the directors, key managerial personnel are interested in the aforesaid resolution.

**Item No: 2**

Presently, the Registered Office of the Company is situated in the State of West Bengal, Kolkata. However, keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to the State of Assam, Guhawati.

In accordance with the provisions of Section 12, 13 of the Companies Act, 2013 and Rules made there under, shifting of the Registered Office from one state to another and alteration in Clause II of the Memorandum of Association requires the approval of shareholders in the General Meeting by way of Special Resolution.

After the proposal is approved by the shareholders, a petition is required to be made, under Section 13(4) of the Companies Act, 2013 to the concerned authority for approval of the alteration of Memorandum of Association of the Company pursuant to the shifting of the registered office from State of West Bengal to State of Assam.



None of the Director(s) and Key Managerial Personnel or their relatives are in any way interested, financial or otherwise, in the Special Resolution set out at item no 2 of the notice except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution to the Members for their consideration and approval.

**Item No: 3**

The Company has 9,293,000 Equity Shares of Rs. 10/- each fully paid up, which at present are listed at Stock Exchanges of Kolkata and Mumbai. The Equity shares have no trading at the Calcutta Stock Exchanges Ltd.

To reduce the expenditure incurred in form of Annual Listing Fees and the paperwork in compliance of various clauses of the Stock Exchanges, the Company is in process of delisting of its equity shares from Calcutta Stock Exchanges.

As per the delisting guidelines an exit opportunity need not be given by the Company because the equity shares of the Company shall continue to be listed at BSE Limited, which has the nationwide trading terminals and accordingly the Company does not intend to give an exit option to the Shareholders.

None of the directors, key managerial personnel are interested in the aforesaid resolution.

By Order of the Board  
For Kartavya Udyog Viniyog Limited

Sd/  
(Ashish Trivedi)  
Managing Director  
Din No- 00402252

Place – Kolkata  
Date - 11.02.2016

**KARTAVYA UDYOG VINIYOG LIMITED**  
**Formerly Known as Kanisk Udyog Viniyog Limited**  
Regd Office: 196/ C, C.R. Avenue, Kolkata-700007 West Bengal  
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CIN: L65910WB1981PLC033821

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**Serial No:** \_\_\_\_\_

**POSTAL BALLOT FORM**

1. Name of the sole/ joint shareholder:
2. Registered Folio No. / Client ID DP ID:
3. No of shares held:
4. I/ we hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice dated 11.02.2016 of Kartavya Udyog Viniyog Limited by sending my/our assent or dissent to the said resolution by placing the tick mark in the appropriate column below:

Item No.	Resolutions	Optional	
		For	Against
1.	Change of the existing name of the company from “Kartavya Udyog Viniyog Limited” to “Canopy Finance Limited”		
2.	Shifting of registered Office from “State of West Bengal” to “State of Assam”.		
3.	Voluntary delisting of the equity shares of the company from Calcutta Stock Exchange Ltd.		

**Date:**

**Place:**

**Signature of the member or authorized representative**

Note: Please read the instructions carefully before filing up the form.

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**E-VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER
160218006		