



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting (EOGM) of the members of **Keerti Knowledge & Skills Limited** [Formerly known as "Keerti Knowledge & Skills Private Limited and Keerti Software & Hardware Infotech Private Limited"], will be held on Friday, 10<sup>th</sup> January, 2020, at 11:00 am (IST), at 26/202, Anand Nagar, Nehru Road, Vakola Bridge, Santacruz (East), Mumbai - 400 055, Maharashtra, to transact the following special businesses:

### 1. To issue equity shares of the Company on a preferential allotment basis:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to the provisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June 07, 2016 (the "Foreign Exchange Regulations"), as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized committee) and all such other approvals, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot 400000 (Four Lakhs) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each for an issue Price of Rs. 80/- (Rupees Eighty) each on preferential basis to the following promoter and non-promoter categories of persons for cash which shall rank *pari-passu* with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2018 or other provisions of the law as may be prevailing at the time.

| Sr. No. | Name of the proposed Allottees | Permanent Account Number | No. of Equity Shares to be issued | Issue Price of Each Equity Shares (In Rupees) |
|---------|--------------------------------|--------------------------|-----------------------------------|---|
| 1.      | Sudhakar Pandurang Sonawane    | AELPS3434H               | 120000                            | 80  |
| 2.      | Mukti Ashok Lodha              | AEIPJ9758G               | 40000                             | 80  |
| 3.      | Kusum Gajendra Kumar Lodha     | AAJPL2941C               | 40000                             | 80  |
| 4.      | Amit Gajendra Kumar Lodha      | ACDPL0128P               | 40000                             | 80  |
| 5.      | Megha Angad Singhania          | ASAPB0473G               | 40000                             | 80  |
| 6.      | Yatin Bhupendra Shah HUF       | AAAHY5417M               | 30000                             | 80  |
| 7.      | Vaishali Yatin Shah            | ARXPS4054N               | 30000                             | 80  |
| 8.      | Hardik Manoj Shah              | CDGPS9609Q               | 30000                             | 80  |
| 9.      | Smruti Rajesh Shah             | GBEPS5967P               | 30000                             | 80  |
|         | <b>Total</b>                   |                          | <b>400000</b>                     |   |

**RESOLVED FURTHER THAT** the ‘Relevant Date’ for the purpose of determining the issue price of Equity Share, in pursuance of SEBI (ICDR) Regulation, 2018, shall be 30 days prior to the date of the Extra Ordinary General Meeting (EOGM) at which the approval of the shareholders in terms of Section 62(1) (c) & section 42 of the Companies Act, 2013 is obtained .i.e., 10<sup>th</sup> December, 2019.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration (s) or amendment (s) or corrections as they may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of Equity Share hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

## **2. Alteration of Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14, and other applicable provisions, if any, of the Companies Act, 2013, the existing Articles 40 with respect to Capitalisation of profits, be altered and substituted as detailed below;

### ***Capitalisation of profit:***

(i) *The Board of Directors of the Company without seeking approval of the Members of the Company in any general meeting may resolve: –*

- (a) *that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and*

*(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.*

*(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –*

*(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;*

*(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;*

*(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);*

*(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;*

*(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 04<sup>th</sup> December, 2019**

SD/-  
**Sudhakar P. Sonawane**  
**Managing Director**  
**DIN: - 01689700**

**Regd. Office:**  
65/2823, AshadeepChs Ltd, Gandhi Nagar Near,  
MIG Cricket Club, Bandra (East) Mumbai – 400051,  
Maharashtra, India.

**Notes:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.

2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
3. A proxy shall not have a right to speak at the EOGM and shall not be entitled to vote except on poll.
4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the EOGM.
6. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
7. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department”.
8. a) Members are requested to notify immediately any change of address:
  - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and

- ii. to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
  - b) In case the mailing address mentioned on this Annual Report is without the PIN CODE, Members are requested to kindly inform the same immediately.
9. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
  - a. the change in the residential status on return to India for permanent settlement.
  - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
12. The Notice of the EOGM, along with the Attendance slip and Proxy form are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same, is available on the Company's website viz. [www.keerti.org](http://www.keerti.org) For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode. The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.
13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Extra Ordinary General Meeting.
14. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue is, it is near to "Ola Vakola Hotel, Santacruz (E)". Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
15. IF THE MEMBERS HAVE ANY QUERIES, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE SAME CAN BE REPLIED AT THE TIME OF EOGM TO THE MEMBERS' SATISFACTION.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the EOGM.
17. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
18. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date i.e. 6<sup>th</sup> December, 2019.
19. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

**LINK INTIME INDIA PRIVATE LIMITED**

Registrar & Share Transfer Agent  
Address: C-101, 247 Park, L.B.S Marg,  
Vikhroli (West), Mumbai -400083,  
Maharashtra, India.  
Tel. No. : 022 49186000/022-25963838  
Fax No. : 022-2594 6969

## EXPLANATORY STATEMENT

### Pursuant to Section 102(1) of the Companies Act, 2013

#### Item No.1:

In order to expand its existing activities more vigorously and increase its competitiveness in the market, it needs to strengthen its financial position by augmenting long term resources. To further expand the activities of the Company, the Company requires funds on long term basis. To raise the funds from the public by way of issue of further share capital is a time consuming and costlier considering the size of the funds. To meet this situation, the promoter of the Company as well as some other investors have agreed to invest funds in the Company by way of Equity Shares at a Price of Rs. 80/- each on preferential basis.

**The information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed there under, are as under:**

#### a) Objects and Issue Price:

With an objective to accomplish the Company's strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the purpose of working capital requirements and for general corporate purpose.

**The Equity Shares will be allotted at a price of 80/- (Rupees Eighty only) each.**

#### b) The proposal of the Promoters, Directors or Key Management persons to subscribe to the offer:

None of the other Directors, Key Managerial Personnel or Promoters of the Company intends to subscribe to the Allotment Shares except Mr. Sudhakar Pandurang Sonawane, Managing Director who is subscribing 120000 (One Lakh Twenty Thousand) equity shares.

#### c) Shareholding pattern before and after preferential issue of the capital would be as follows:

| Sr. No.  | Category                                     | Pre issue holding details |                       | Post issue holding details |                       |
|----------|--|---------------------------|-----------------------|----------------------------|-----------------------|
|          |  | Total Number of shares    | % of shares of shares | Total Number of shares     | % of shares of shares |
| <b>A</b> | <b>Promoters and Promoter Group Holding:</b> |                           |                       |                            |                       |
| 1.       | Indian Promoters / Promoter Group:           |                           |                       |                            |                       |
|          | Individuals / HUF                            | 1856780                   | 64.32                 | 1976780                    | 60.14                 |
|          | Trust  | -                         | -                     | -                          | -                     |
|          | Bodies Corporate                             | -                         | -                     | -                          | -                     |
|          | <b>Sub Total</b>                             | 1856780                   | 64.32                 | 1976780                    | 60.14                 |
| 2        | Foreign Promoters / Promoter Group:          |                           |                       |                            |                       |

|            |  |                |              |                |              |
|------------|--|----------------|--------------|----------------|--------------|
|            | Individuals / HUF                      | -              | -            | -              | -            |
|            | Bodies Corporate                       | -              | -            | -              | -            |
|            | <b>Sub Total</b>                       | -              | -            | -              | -            |
|            | <b>Sub-Total (A)</b>                   | <b>1856780</b> | <b>64.32</b> | <b>1976780</b> | <b>60.14</b> |
| <b>B1.</b> | <b>Non - Promoters' holding:</b>       |                |              |                |              |
|            | Institutions:                          | -              | -            | -              | -            |
|            | Mutual Funds                           | -              | -            | -              | -            |
|            | Alternative Investment Funds           | -              | -            | -              | -            |
|            | Foreign Portfolio Investor (Corporate) | -              | -            | -              | -            |
|            | Financial Institutions/Banks           | -              | -            | -              | -            |
|            | Insurance Companies                    | -              | -            | -              | -            |
|            | Non-institutions:                      |                |              |                |              |
|            | Bodies Corporate                       | -              | -            | -              | -            |
|            | Individual                             | 772693         | 26.77        | 1022693        | 31.12        |
|            | <b>Sub Total (B1)</b>                  | <b>772693</b>  | <b>26.77</b> | <b>1022693</b> | <b>31.12</b> |
| <b>B2.</b> | <b>Any Other (specify)</b>             |                |              |                |              |
|            | HUF                                    | 129333         | 4.48         | 159333         | 4.85         |
|            | Non-Resident Indian (NRI)              | 52000          | 1.80         | 52000          | 1.58         |
|            | Bodies Corporate                       | 74000          | 2.56         | 74000          | 2.25         |
|            | Clearing Members                       | 2000           | 0.07         | 2000           | 0.06         |
|            | <b>Sub-Total (B2)</b>                  | <b>257333</b>  | <b>8.91</b>  | <b>287333</b>  | <b>8.74</b>  |
|            |  |                |              |                |              |
|            | <b>Grand Total (A+B1+B2)</b>           | <b>2886806</b> | <b>100</b>   | <b>3286806</b> | <b>100</b>   |

**d) Proposed time within which the allotment shall be completed:**

The Allotment of the Equity Shares shall be completed within 15 days from the date of the Extra Ordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

**e) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Equity Shares and the percentage of the post issue capital that may be held by them / her on issue of the equity shares:**

| Sr. No. | Name of the proposed Allottees | Identity of the Natural person who is the ultimate Beneficial owner | No. of Equity Shares held prior to the Preferential Allotment | Relation, if any, with the promoters or person in control of the Company | Percentage of the post issue capital that may be held by him / her on Issue of Equity shares |
|---------|--------------------------------|---|---|--|--|
| 1.      | Sudhakar Pandurang Sonawane    | N.A.  | 1855900   | YES  | 60.12  |
| 2.      | Mukti Ashok Lodha              | N.A.  | Nil   | N.A.   | 1.22   |
| 3.      | Kusum Gajendra Kumar Lodha     | N.A.  | Nil   | N.A.   | 1.22   |
| 4.      | Amit Gajendra Kumar Lodha      | N.A.  | Nil   | N.A.   | 1.22   |
| 5.      | Megha Angad Singhania          | N.A.  | Nil   | N.A.   | 1.22   |
| 6.      | Yatin Bhupendra Shah HUF       | Yatin Bhupendra Shah (Karta)  | 14000   | N.A.   | 1.34   |
| 7.      | Vaishali Yatin Shah            | N.A.  | 12000   | N.A.   | 1.28   |
| 8.      | Hardik Manoj Shah              | N.A.  | Nil   | N.A.   | 0.91   |



| Sr. No. | Name of the proposed Allottees | Identity of the Natural person who is the ultimate Beneficial owner | No. of Equity Shares held prior to the Preferential Allotment | Relation, if any, with the promoters or person in control of the Company | Percentage of the post issue capital that may be held by him / her on Issue of Equity shares |
|---------|--------------------------------|---|---|--|--|
| 9.      | Smruti Rajesh Shah             | N.A.  | Nil   | N.A.   | 0.91   |

**f) Change in the Composition of the Board of Directors and Control of the Company:**

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**g) Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price are as under:**

No Preferential allotment has been during this preferential year.

**h) Disclosures Pertaining to Willful Defaulters**

Neither Issuer or Promoter or Directors are willful defaulter.

**i) Relevant Date:**

“Relevant Date” in relation to the issue Equity Shares in accordance with the SEBI (ICDR) Regulations, would be 10<sup>th</sup> December, 2019.

**j) Pricing of the Issue:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. The trading price of securities of the Company on NSE Emerge is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 80/- which is higher of

- a) The average of the weekly high and low of the volume weighted price at the NSE Emerge for 26 weeks prior to the Relevant Date and
- b) The average of the weekly high and low of the volume weighted average prices at the NSE Emerge for 2 weeks prior to the Relevant Date.

**k) Other terms of issue of shares:**

The Equity Shares allotted under this preferential issue proposed to be issued to Promoters / Promoter Group and Non- Promoters shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the Equity Shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments

thereto or re-enactment thereof). Provided further that not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval.

The consideration towards the preferential issue of 4,00,000 equity shares, shall be paid by the proposed allottees to the Company upon issue and allotment of the equity shares.

The entire Pre-preferential shareholding of the Proposed Allottees will be placed under lock-in as per regulation 167(6) of ICDR Regulations.

The total consideration will be paid in cash by proposed Allottees prior to this allotment.

**l) The Company hereby undertakes that:**

- I. The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- II. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**m) Auditor's Certificate:**

A copy of the certificate from a Independent Statutory Auditor, M/s. N K Mittal & Associates, Chartered Accountants (Firm Registration no. 113281W), certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2018 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 1.00 P.M.

As per Section 62(1) (c) of the Companies Act, 2013, approval of the shareholders in the Extra Ordinary General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such equity shares on preferential basis.

Mr. Sudhakar Pandurang Sonawane, who will be subscribing to 1,20,000 Equity Shares is Managing Director of the Company. Except the stated above, none of the Directors, Managers and Key Managerial Personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 1 as Special Resolution.

**2. Alteration of Articles of Association of the Company**

The Members are informed that the Board intends to capitalize the profits of the Company and to give the authority to the Board to act on it, it is proposed to amend / alter the existing Article 40 of Articles Association of the Company so as to incorporate the provisions of regulation 295 of the Securities and Exchange Board Of India (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended from time to time for the capitalization of profit.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, amendment of Articles of Association requires approval of shareholders by way of special resolution.

The Board recommends the resolution for the approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution.

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 4<sup>th</sup> December, 2019**

SD/-  
**Sudhakar P. Sonawane**  
**Managing Director**  
**DIN: - 01689700**

**Regd. Office:**  
*65/2823, AshadeepChs Ltd, Gandhi Nagar Near,  
MIG Cricket Club, Bandra (East) Mumbai - 400051,  
Maharashtra, India.*

**Attendance Slip**  
Extra-ordinary General Meeting  
**Keerti Knowledge and Skills Limited**  
(Formerly known as 'Keerti Knowledge & Skills Private Limited and  
Keerti Software & Hardware Infotech Private Limited')  
[CIN: U72200MH1999PLC119661]

**Registered office:** 65/2823, Ashadeep CHS LTD., Gandhi Nagar, Near MIG Cricket Club, Bandra (East),  
Mumbai - 400051, Maharashtra, India.

Phone: +91-22-26550480/26552016 | Website www.keerti.org | email: info@keerti.org.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| Date                          | Venue   | Time           |
|-------------------------------|---|----------------|
| 10 <sup>th</sup> January 2020 | 26/202, Anand Nagar, Nehru Road, Vakola Bridge, Santacruz (E), Mumbai-400055, Maharashtra, India. | 11.00 AM (IST) |

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. \_\_\_\_\_ \*DP ID No. \_\_\_\_\_ \*Client ID No. \_\_\_\_\_

Name of the Member Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

*\* Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Friday, 10<sup>th</sup> January, 2020, at 10.00 AM (IST), at 26/202, Anand Nagar, Nehru Road, Vakola Bridge, Santacruz (East), Mumbai-400055, Maharashtra, India.

\_\_\_\_\_  
**Signature of the Member/ Proxy**

*Note: Electronic copy of the Notice of the Extra-ordinary General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra-ordinary General Meeting can print copy of this Attendance Slip.*

*Physical copy of the Notice of the Extra-ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.*

Extra-ordinary General Meeting  
**Keerti Knowledge and Skills Limited**  
*(Formerly known as 'Keerti Knowledge & Skills Private Limited and  
 Keerti Software & Hardware Infotech Private Limited')*

[CIN: U72200MH1999PLC119661]

**Registered office:** 65/2823, Ashadeep CHS LTD., Gandhi Nagar, Near MIG Cricket Club, Bandra (East),  
 Mumbai - 400051, Maharashtra, India.

Phone: +91-22-26550480/26552016 | Website www.keerti.org | email: info@keerti.org.

**Form No. MGT-11**

**FORM OF PROXY**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

|                    |  |             |  |
|--------------------|--|-------------|--|
| Name of Member(s)  |  | Email Id    |  |
| Registered Address |  | Folio No.   |  |
|                    |  | *DP Id.     |  |
| No. of Shares held |  | *Client Id. |  |

\* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of \_\_\_\_\_ shares of **Keerti Knowledge & Skills Limited** *(Formerly known as 'Keerti Knowledge & Skills Private Limited and Keerti Software & Hardware Infotech Private Limited')* hereby appoint:

|                   |                  |
|-------------------|------------------|
| 1. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             |                  |
| _____             | Signature: _____ |

|                   |                  |
|-------------------|------------------|
| 2. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             |                  |
| _____             | Signature: _____ |

|                   |                  |
|-------------------|------------------|
| 3. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             |                  |
| _____             | Signature: _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company held on Friday, 10<sup>th</sup> January, 2020, at 11.00 AM (IST), at 26/202, Anand Nagar, Nehru Road, Vakola Bridge, Santacruz (East), Mumbai - 400055, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

*\*\* I wish my above Proxy to vote in the manner as indicated in the box below:*

| SI. No.                   | Resolutions  | Number of Shares held | For | Against |
|---------------------------|--|-----------------------|-----|---------|
| <b>Special Businesses</b> |  |                       |     |         |
| 1.                        | To issue equity shares of the Company on a preferential allotment basis. |                       |     |         |
| 2.                        | Alteration of Articles of Association of the Company                     |                       |     |         |

*\*\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Signature(s) of the Member(s)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

**Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019**

**Notes:**

1. The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

**EOGM VENUE MAP:**

