



KEERTI KNOWLEDGE AND SKILLS LIMITED

(CIN - L72200MH1999PLC119661)

Registered Address - 65/2823, Ashadeep CHS Ltd., Gandhi Nagar, Near MIG Cricket Club, Bandra (East), Mumbai - 400051

Tel. No: - 022-26550480;

Email: - csmahipal@keerti.org

Website: - www.keerti.org

NOTICE OF POSTAL BALLOT

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

This notice ("Notice") is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (the "Companies Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable laws and regulations, if any, seeking approval of the shareholders of Keerti Knowledge & Skills Limited, (the "Company") to the following proposed resolutions through remote e-voting only.

1. Issue of Bonus Equity Shares by way of Capitalization of Reserves.
2. Migration of Listing / Trading of Equity Shares of the Company from NSE Emerge to Main Board of NSE India Limited.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons for the Resolutions are appended along with a Postal Ballot Notice, for your consideration.

M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) has been appointed by the Company as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

Pursuant to Regulation 44 of SEBI LODR and Agreement entered into by the Company with National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies Rules and MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to the Members of the Company through *instavote* platform.

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, and current extraordinary circumstances due to COVID-19 pandemic, the Company has provided only remote e-voting facility for this Postal Ballot.

In compliance with the requirements of the MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through E-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The e-voting facility is available at the link: <https://www.instavote.linkintime.co.in> from 9.00 a.m. (IST) onwards on Saturday, May 23, 2020 till Sunday, June 21, 2020 up to 5.00 p.m. (IST). Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

The Scrutinizer will submit his report to the Company after the completion of the scrutiny. The results of the Postal Ballot will be declared on Monday, June 22, 2020 and will be displayed along with the Scrutinizer's report, on the website of the Company (www.keerti.org) besides being communicated to NSE. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

1. Issue of Bonus Equity Shares by way of Capitalization of Reserves.

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

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 21 (Twenty One) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

RESOLVED FURTHER THAT, no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

RESOLVED FURTHER THAT, the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

2. Migration of Listing / Trading of Equity Shares of the Company from NSE Emerge to Main Board of NSE India Limited.

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 Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on NSE Emerge to Main Board of NSE India Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT, the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to NSE India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge of NSE India Limited to the Main Board of NSE India Limited.

RESOLVED FURTHER THAT, any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

By order of the Board of Directors

Place: Mumbai
Date: 20th May, 2020

Sd/-
Sudhakar P. Sonawane
Managing Director
DIN: - 01689700

Notes:-

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith along with Postal Ballot Form.
2. The Board of Directors of the Company ("the Board") at its meeting held on 20th May, 2020 has appointed M/s. Bhunesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) to act as "The Scrutinizer" for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on May 15, 2020.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act and its Rules and MCA Circulars, the Company is offering only E-voting facility to the shareholders, to enable them to cast their votes electronically.
5. The Portal for E-voting will remain open for the Members for exercising their e-voting from 9.00 a.m. (IST) onwards on Saturday, May 23, 2020 till Sunday, June 21, 2020 up to 5.00 p.m. (IST) both days inclusive. Please note that E-voting module shall be disabled for voting by Link Intime India Private Limited after the said last date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on May 15, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

6. The results of the Postal Ballot will be declared on Monday, June 22, 2020. The results of the Postal Ballot will be hosted on the website of the Company viz. www.keerti.org and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. In the event that the national lockdown on account of COVID-19 situation is eased off and the Registered office is open for business, the results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Sunday, June 21, 2020.
8. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote E-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the E-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at csmahipal@keerti.org or to Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai - 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.keerti.org and Registrar and Share Transfer Agent ('RTA') viz. Link Intime India Private Limited e-voting website viz. <https://www.instavote.linkintime.co.in> and at the corporate announcement sections of the websites of the Stock Exchange on which the equity shares of the Company are listed.
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none">Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none">Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- 1) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the company, you choose to vote.
- 2) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
- 3) Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- 4) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- 5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- 6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 7) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 -49186000.

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

Item No.1:

The equity shares of the Company are listed on the NSE Emerge. The members are aware that the operations and performance of the Company has grown significantly over the past years, which has generated considerable interest in the Company's equity shares in the Market. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on May 20, 2020, considered it desirable to recommend issue of Bonus shares in the ratio of 21:10 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

The Board of Directors recommends the Resolution in Item No. 1 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

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

Item No.2:

The Company's shares have been listed on a NSE Emerge since 7th August, 2017 till date. As because of Proposed Issue of Bonus Shares, paid up capital of the company is proposed to increase to Rs. 10.18 crore i.e. to increase beyond ten crore rupees and Company is also listed on SME platform of NSE Emerge for more than 2 Years, as stated in SEBI(ICDR), Regulation, 2018 it is option to migrate from NSE SME Emerge to NSE Main Board. Further, The Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

By order of the Board of Directors

Place: Mumbai
Date: 20th May, 2020

Sd/-
Sudhakar P. Sonawane
Managing Director
DIN: - 01689700