

VISHVESHAM INVESTMENTS & TRADING LIMITED

Reg. Off: B-702, Neelkanth Business Park, Vidyavihar (W), Mumbai-400 086

E-Mail ID: roc.viatl@gmail.com

CIN: L74899MH1981PLC272664

Postal Ballot Notice

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended are proposed to be passed by member(s) through postal ballot / electronic voting ("e-voting"). The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Vikas Kumar Verma (M. No. F9192) Practicing Company Secretary, M/s Vikas Verma & Associates, Company Secretaries as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot /e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Tuesday, 23rd day of January 2018. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company. The result of the postal ballot shall be declared within 48 hours from 23rd January, 2018 and intimate to the Stock Exchanges where the shares of the Company are listed, registrar, and share transfer agent and displayed along with the Scrutinizer's report on the Company's website viz. [http:// www.vishvesham.com/](http://www.vishvesham.com/). The results of the e-voting shall be placed on the website of NSDL i.e. <https://www.evoting.nsdl.com/>

The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by requisite majority as required under the provisions of Companies Act, 2013.

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SPECIAL BUSINESS:

ITEM No. 1 Name change of the Company from “Vishvesham Investments and Trading Limited” to “KD Leisures Limited”

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 29(2) of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) subject to the approval of Central Government and any other approval, the consent of the shareholders be and is hereby given to change the name of the Company from **“Vishvesham Investments and Trading Limited”** to **“KD Leisures Limited”**”.

RESOLVED FURTHER THAT the name **“Vishvesham Investment & Trading Limited”** wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by **“KD Leisures Limited”**”.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally / jointly authorized to do all such acts and things which are incidental and ancillary to attain the purpose specified in the above resolution and to obtain all the required approvals and to file the necessary Documents to the concern authorities”

ITEM NO. 2: TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, to alter the main objects of Memorandum of Association by replacing the existing main objects i.e. Clauses III (A) be replaced with the following new objects as under:

‘III (A) The objects to be pursued by the Company on its incorporation are:

1. To carry on in India or elsewhere the business of trading, managing and distribution in hospitality products.
2. To carry on in India or elsewhere the business of hotel, restaurant, café, tavern, refreshment room and boarding and lodging house keepers, wine beers and aerated mineral and artificial water and other drinks, purveyors, dresses, clubs, baths, dressing room, laundries grounds and places of amusement.
3. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same into account, develop the same and dispose of or

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maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences.

4. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain building, structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, levelling or paving work, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure description wherever situate, or rights or interests therein or connected therewith.'

RESOLVED FURTHER THAT Clause III B of the Memorandum of Association of the Company, be renamed and replaced with the existing clause IIIB as under:

B. Matters which are necessary for furtherance of the objects specified in clause III(A) are:

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.

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9. Subject to applicable Sections of the Act, to amalgamate with any other Company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege, concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
19. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

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20. Subject to the Provisions of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Act.
22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
23. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Act, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
26. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
29. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.

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30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under section 202 of Companies Act,2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.'

RESOLVED FURTHER THAT Clause III(C), i.e. Other Objects be and is hereby deleted.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things which are incidental and ancillary to attain the purpose specified in the resolution and to obtain all the required approvals and to file the necessary documents to the concern authorities.”

ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

To consider and, if thought fit, to pass 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, (including any amendment thereto or re-enactment thereof), subject to approval of the Registrar of Companies, NCT of Delhi & Haryana, the consent of the members be and is hereby accorded to adopt the new set of Articles of Association in substitution, as per the New Companies Act, 2013 as placed before the meeting.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts and things which are incidental and ancillary to attain the purpose specified in the above resolution and to obtain all the required approvals and to file the necessary documents to the concern authorities.”

**By Order of the Board of Directors of
Vishvesham Investments and Trading Limited**

**Ajay Vora
Director
DIN: 06864950**

Date: 20/12/2017

Place: Mumbai

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is annexed to the Notice.
2. The postal ballot notice is being sent to all the members, whose names appear in the register of members/list of beneficial owners, as on close of working hours on Friday, 22nd December, 2017.
3. As per the Companies (Management and Administration) Rules, 2014, as amended, notice of postal ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of postal ballot by e-mail and members who have not registered their e-mail IDs will receive notice of postal ballot along with postal ballot form through courier. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form may download the same from the Company's website viz. [http:// www.vishvesham.com/](http://www.vishvesham.com/) or may apply to the Company/ Registrar and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd. Unit no. 9. Shiv Shakti Ind. Estt. J.R. Boricha marg. Lower Parel (E) Mumbai 400011. Members cannot exercise their vote by proxy on Postal Ballot.
4. Resolution by passed by the member through Postal Ballot are deemed to have been passed as if they have passed at the General Meeting of the Member.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members for voting by electronic means through e-voting services as provided by the National Services Depository Limited (NSDL), which would enable them to cast their vote electronically, instead of through physical postal ballot form and the business may be transacted through such voting. The detailed process for exercising the e-voting facility is given in point no. 13. Members are requested to carefully read the instructions of e-voting before exercising their vote.
6. The members are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the working hours (i.e. up to 5:00 p.m.) on Tuesday, 23rd January, 2018. Any postal ballot form received after this date and time shall be treated as if the reply from the member has not been received. The Scrutinizer's decision on the validity of the Postal Ballot Form and e-voting will be final and binding on the members.
7. Members can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and

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vice-a-versa. However, in case member cast his/her vote both via physical ballot and e-voting then voting done by e-voting shall prevail and voting through physical ballot shall be invalid.

8. The voting (Postal & e-voting) begins on 09:00 a.m. on Monday, 25th December, 2017 and ends on Tuesday, 23rd January, 2018 at 5:00 p.m. During this period members of the Company, holding shares in dematerialized form, as on the cut-off date (i.e. Record date) viz. Friday, 22nd December, 2017 may cast their vote. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.
9. Mr. Vikas Kumar Verma (M. No. 9192) Practicing Company Secretary, M/s Vikas Verma & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 2:00 p.m. to 5:00 p.m. up to the date of announcement of the results of the Postal Ballot.
11. Any query/grievances connected with the voting by Postal Ballot including voting by electronic means you may refer to the Frequently Asked Questions and e-voting user manual available for members in the "Help" section of www.evotingindia.com.
12. The instructions for members for voting electronically are as under:-
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new

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password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Vishvesham Investments and Trading Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vikasverma@vvanda.com with a copy marked to evoting@nsdl.co.in

B. In case a Member whose email IDs are not registered with the Company/Depository Participants(s) :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Postal Ballot :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd December, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd December, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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Explanatory Statement

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item No.1:

The Board of Directors of the Company in its meeting held on 20th Day of December, 2017 decided to change the name of the Company from “VISHVESHAM INVESTMENTS AND TRADING LIMITED” to “KD LEISURES LIMITED” because the management of the company wants to promote the word "KD" as their brand name. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name “KD LEISURES LIMITED” has been duly approved and made available for changing the name by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated 12th Day of October, 2017.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association in respect of name change by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

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ITEM No. 2

Your company intends to change the business and shall indulge in the business of trading, managing and distribution in hospitality products and other allied business as specified in the resolution.

Thus, in order to carry out said activities, the existing main objects of the Company are to be substituted with the new ones.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The Board recommends that the resolution set out at item no. 2 be passed as a Special Resolution.

Item No. 3

There is proposal to amend the memorandum of association of the Company. Since memorandum are being altered under the Companies Act, 2013, there is a necessity to adopt the new articles under the same act in order to align the memorandum and articles of association under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The Board recommends that the resolution set out at item no. 3 be passed as a Special Resolution.

**By Order of the Board of Directors of
Vishvesham Investments and Trading Limited**

**Ajay Vora
Director
DIN: 06864950**

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POSTAL BALLOT FORM

SR. No.

1. Name(s) of Shareholder(s)/Beneficial owner
(in BLOCK letters)

(Including joint holder, if any):

2. Registered Address of the
Sole / First named Shareholder:

3. Registered Folio No./
DP ID No. & Client ID No.:

4. Number of Equity Shares held:

I/We hereby exercise my / our vote in respect of the following Resolution to be passed through postal ballot for the business stated in the notice dated 20th December, 2017 of the Company by sending my / our assent / dissent by placing the tick () mark at the appropriate box below: -

S. No	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Change the Name of the Company from "Vishvesham Investments and Trading Limited" to "KD Leisures Limited"			
2	Alter the object clause of Memorandum of Association of the Company			
3	Adoption of new set of Articles of Association.			

VISHVESHAM INVESTMENTS & TRADING LIMITED

Reg. Off: B-702, Neelkanth Business Park, Vidyavihar (W), Mumbai-400 086

E-Mail ID: roc.viatl@gmail.com

CIN: L74899MH1981PLC272664

Place: _____

Date:

(Signature of the shareholder)

Electronic Voting Particulars

EVEN (E voting Event Number)	USER ID	Sequence Number
108094		

Last date for receipt of postal ballot form by the scrutinizer: 23rd January, 2018

NOTE: Please read carefully the instructions printed overleaf before exercising vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form IN ALL Respect and send it to the Scrutinizer in the enclosed self addressed postage pre-paid envelope.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.
3. The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company **at the registered office of the Company** on or before the close of the business hours on Tuesday, 23rd January, 2018.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of the authorizing Board Resolution / Nomination/ Authority.
6. The vote in this Postal Ballot cannot be exercised by a *proxy*.
7. There will be one Postal Ballot for every Folio/Client ID.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders on **Friday, 22nd December, 2017**

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9. Incomplete and unsigned postal ballot forms will be rejected.
10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.3 above.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. The e-voting facility will be available from Monday, 25th December, 2017 (09:00 A.M., IST) to Tuesday, 23rd January, 2018 (05:00 P.M., IST).
15. The Result of the Postal Ballot will be displayed on the website of the company and will also be published in the newspaper for the information of the shareholders.