

NOTICE TO THE SHAREHOLDERS

The Notice is hereby given that the 32nd Annual General Meeting of The Kerala Cardamom Processing and Marketing Company Limited will be held at the registered office of the Company at KP1/741 B-Spice House, Thekkady PO, Idukki – 685536, on Tuesday the 30th August 2022 at 2.30 PM to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2022 along with the Directors' Report, the Secretarial Audit Report and the Statutory Auditor's Report thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2022 along with the Directors' Report, the Secretarial Audit Report and the Statutory Auditor's Report laid before this meeting, be and are hereby considered and adopted.”

2. To declare dividend on equity shares for the financial year ended 31st March, 2022 and, in this regard, pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT dividend at the rate of Rs.5.50/- (Five rupees and paise fifty only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31st, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31st, 2022.”

3. To appoint Mr. Johny Mathew (DIN: 02503346) as director, who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Johny Mathew (DIN:02503346), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Mr. Raghavan Guhan (DIN: 06981128) as director, who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Raghavan Guhan (DIN: 06981128), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire not by rotation.”

5. Not to fill up the vacancy caused by the retirement by rotation of Director Mr. Kamaraj Ramba (DIN: 05345730) who retires by rotation at the conclusion of this Annual General Meeting and who has expressed his unwillingness to be reappointed and in this regard, pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the company shall not fill up for the time being the vacancy caused by the retirement of Mr. Kamaraj Ramba (DIN: 05345730), a Director, who retires by rotation at this meeting and who has expressed his unwillingness to be reappointed.”

Special Business

6. To consider and if think fit, to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) who was appointed as an Additional Director with effect from 21/10/2021 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 on such terms and conditions as decided by the board of directors.

7. To consider and if think fit, to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr. Shamir Ahmed Refai (DIN: 09358767) who was appointed as an Additional Director with effect from 21/10/2021 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 on such terms and conditions as decided by the board of directors.

8. To consider and if think fit, to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN:02980614) who was appointed as an Additional Director with effect from 25/02/2022 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 on such terms and conditions as decided by the board of directors.

9. To consider and if think fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 196,197,198,203, and other applicable provisions, if any, of the companies act 2013 read with Schedule V of the Companies Act 2013, and the rules there made under, as amended from time to time or any other law for the time being in force(including in statutory modification or amendment thereto or re-enactment thereof for the time being in force) , the approval of the members be and is hereby accorded to the appointment of Mr. Raghavan Guhan (DIN: 06981128), as a whole time director of the company for a period of 5 years effective from 30th August 2022 up on the terms and conditions, including remuneration as set out in the draft agreement is here by approved and sanctioned with liberty to the board of directors to alter and vary the terms and conditions of the said appointment subject to the limits specified under section 197 and schedule V of the companies act 2013.”

“RESOLVED FURTHER THAT subject to the limits specified under sec.197 and schedule V of the Companies Act 2013, remuneration payable to Mr. Raghavan Guhan (DIN: 06981128), shall be as under;

1. Basic salary of Rs. 40000 per month
2. Other benefits, as per the Company policy.

“RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution”.

10. To consider and if think fit, to pass, with or without modification, the following resolution as special resolution

“RESOLVED THAT pursuant to the provisions of section 14(2) and other applicable provisions, if any, of the Companies act 2013, (including any amendment there to or re-enactment thereof), the Articles of Association of the Company be here by amended or altered by incorporating new articles in the manner and the extend as set out here in below as Article number 14(4)

Lien to extend to dividends, etc. to lawfully adjust the dividend by the company against any sum due to it from the shareholder in a capacity other than that of a member

“The company may deduct from any dividend payable to any member/ members/Joint holders of shares, all sums of money, if any, presently payable by him to the company in a capacity other than that of a member .”

RESOLVED FURTHER THAT any one of the directors be and is hereby authorized to file necessary E forms to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.

On behalf of The Board of Directors,
Sd/-

Johny Mathew
(DIN: 02503346)

Chairman

Pottamkulam House, Yendayar P.O.
Kottayam, Kerala- 686514

Thekkady
30-07-2022

NOTE:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten 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 person or shareholder.

- 3) In terms of Section 124 (5) read with Section 125 of the Companies Act, 2013, the dividends declared by the company, for earlier years, which remains unclaimed for a period of seven years will be transferred on due date to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not uncashed their dividend cheques in respect of earlier years are requested to make their claim(s) by surrendering the uncashed cheques immediately to the company.
- 4) The dividend as recommended by the board, if approved at this meeting, will be paid within 30 days from the date of declaration, to those members whose names appear in the Register of Members as on 23rd August 2022.
- 5) Members are requested to notify immediately any change in their address, if any, to the company at the Registered Office.
- 6) Members are requested to lodge their email ID's along with their Name and Folio No. to company. This will enable the company to send all future communications including Annual Reports through electronic mode.
- 7) Electronic voting facility for members: -

In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide members a facility to exercise their right to vote at 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service provided by Central Depository Services (India) Limited (CDSL).

The facility for voting either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kcPMC.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

- 8) Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the company for communication process, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
- 9) The Route map for easy location of the venue of the Annual General Meeting is attached.
- 10) Members may also note that the notice of the Annual General Meeting and the Annual report will also be available at the company's website www.kcpmc.com for download. The physical copies of the aforesaid documents will also be available at the company's Registered Office at Thekkady for inspection during normal business hours on working days up to the date of the AGM.
- 11) Mr. V J Joseph, V.J Joseph & Associates, Practicing Company Secretary, (FCS 7686 and COP No. 3605), Poovarani, Pala has been appointed by the board as scrutinizer for conducting the remote e-Voting process in a fair and transparent manner.
- 12) The Scrutinizer shall, with in a period not exceeding three working days from the conclusion of the e-voting unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, Scrutinizer's report of the total votes cast in favor or against, if any, to the chairman of the Company.
- 13) The results declared along with the Scrutinizer's report will be placed on the Company's notice board and at the website www.kcpmc.com and on the website of E-voting Agency <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx> or on www.evotingindia.com → eVoting Notices – Results and click on Live Instances Voting and Results.
All the resolutions, subject to receipt of requisite no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 30th August 2022.
- 14) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 23rd August 2022 to 30th August 2022 (both days inclusive), for the purpose of payment of dividend.
- 15) The Statutory Registers maintained under the Companies Act, 2013 will be available for inspection during AGM to the Members attending AGM.
- 16) Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company the prescribed statutory form.
- 17) As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
- 18) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the

shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, on or before August 22, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

The Instructions for shareholders for E-VOTING are as under:

(i) The voting period begins on 27/08/2022 – 9 am and ends on 29/08/2022 – 5 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/08/2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the</p>

	<p>e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) if you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant ‘The Kerala Cardamom Processing and Marketing Company Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@kcpmc.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Thekkady
30-07-2022

On behalf of The Board of Directors,
Sd/-
Johny Mathew
(DIN: 02503346)
Chairman
Pottamkulam House, Yendayar P.O.
Kottayam, Kerala- 686514

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

Ordinary business

ITEM NO. 5

In accordance with the provisions of the section 152 of the Companies Act, 2013 and the Article of Association of the company **Mr. Kamaraj Ramba (DIN: 05345730)**, director retires by rotation at the ensuing 32nd Annual General Meeting of the company.

Mr. Kamaraj Ramba has informed the Company that he is not seeking re appointment in view of personal reasons.

Further, as per section 152(7) of Companies Act, 2013 the members of the company shall expressly resolve not to fill vacancy i.e. pass a specific resolution not to fill up the vacancy.

The Board of Directors has decided not to fill, for the time being, the vacancy caused due to his retirement.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members

Special business

ITEM NO 6

The Board of Directors of the Company had appointed Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) as an Additional Director of the Company with effect from 21/10/2021. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Abraham Karimpanal Ittiavirah shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Abraham Karimpanal Ittiavirah signifying his candidature as a Director of the Company.

Mr. Abraham Karimpanal Ittiavirah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Abraham Karimpanal Ittiavirah, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Abraham Karimpanal Ittiavirah, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

ITEM NO 7

The Board of Directors of the Company had appointed Mr. Shamir Ahmed Refai (DIN: 09358767) as an Additional Director of the Company with effect from 21/10/2021. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Shamir Ahmed Refai shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Shamir Ahmed Refai signifying his candidature as a Director of the Company.

Mr. Shamir Ahmed Refai is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Shamir Ahmed Refai, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Shamir Ahmed Refai, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 7 for approval of the Members.

ITEM NO 8

The Board of Directors of the Company had appointed Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN:02980614) as an Additional Director of the Company with effect from 25/02/2022. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan signifying his candidature as a Director of the Company.

Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

ITEM NO 9

Mr. Raghavan Guhan is presently a director of the company and since his appointment as a director during the year 2014 his contribution to all spheres of activities of the company was remarkable.

The directors are of the opinion that the Company should continue to avail of the services of Mr. Raghavan Guhan as a very able and experienced person. Hence the board of Directors at its meeting held on 29/06/2022 has considered it necessary to appoint Mr. Raghavan Guhan as the whole time director of the company for period of 5 years with the effect from 30th August 2022 subject to the approval of the members of the company. The remuneration proposed to be paid to Mr. Raghavan Guhan is within the limits of Companies Act 2013 and the rules made there under.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Raghavan Guhan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the Members.

ITEM NO 10

The company is carrying out business and other transactions with the general public including the members of the company. The insertion of the new article enables the company to set off the dividends payable by the company against the dues of the members to the company as debtors or otherwise and there by the company is entitled to set it off against any debt due to the company from the shareholder, whether in relation to his shares or not.

There for the new article be inserted as article number 14(4) of our articles of association

The Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution to the extent of their shareholding. The Board commends the Special Resolution set out at Item no. 10 for approval of the Members.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Mr. Johny Mathew (DIN: 02503346)	
Age	69
Qualification	XII/SSLC/High/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	Mr. Johny Mathew who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company liable to retire by rotation at this meeting.
Remuneration last drawn	Rs. 42000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA

Shareholding in company as on March 31, 2022	14668 shares of Rs. 10 each
Relationship with other Director/ Key Managerial Personnel	Not related to any director/ key managerial personnel.
Number of meetings of the Board attended during the year	7
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil
Mr. Raghavan Guhan (DIN: 06981128)	
Age	51
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	Mr. Raghavan Guhan who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company not liable to retire by rotation at this meeting. Further, he is proposed to be appointed as a whole time director of the company for a period of 5 years effective from 30th August 2022.
Remuneration last drawn	Rs. 36000 as sitting fee
Remuneration proposed to be paid	Salary Rs.40000/month and other benefits as per existing terms and conditions of the company.
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	20750 shares of Rs. 10 each
Relationship with other Director/ Key Managerial Personnel	Not related to any director/ key managerial personnel.
Number of meetings of the Board attended during the year	6
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil
Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840)	
Age	61
Qualification	Post Graduate/Master/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	Mr. Abraham Karimpanal Ittiavirah who was appointed as an Additional Director and who's term of office expires at

	the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.
Remuneration last drawn	Rs. 6000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	22900 shares of Rs. 10 each
Relationship with other Director/ Key Managerial Personnel	Not related to any director/ key managerial personnel.
Number of meetings of the Board attended during the year	1
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil
Mr. Shamir Ahmed Refai (DIN: 09358767)	
Age	65
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	Mr. Shamir Ahmed Refai who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.
Remuneration last drawn	Rs. 18000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	7400 shares of Rs. 10 each
Relationship with other Director/ Key Managerial Personnel	Not related to any director/ key managerial personnel.
Number of meetings of the Board attended during the year	3
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN:02980614)	
Age	56
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.
Remuneration last drawn	Rs. 6000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	Prior to this, he has held the position of the director on the board from 25/09/2014 to 20/12/2017.
Shareholding in company as on March 31, 2022	18700 shares of Rs. 10 each
Relationship with other Director/ Key Managerial Personnel	Not related to any director/ key managerial personnel.
Number of meetings of the Board attended during the year	1
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

Thekkady
30-07-2022

On behalf of The Board of Directors,
Sd/-
Johny Mathew
(DIN: 02503346)
Chairman
Pottamkulam House, Yendayar P.O.
Kottayam, Kerala- 686 514