

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **Maben Nidhi Limited** will be held on Thursday, 26<sup>th</sup> September 2024 at 11.00 A.M. at Latha Convention Centre Valapad, Thrissur, Kerala-680567 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs.2.50 per share of the face value of Rs.10 each (i.e.25%) of the company for the financial year ended 31<sup>st</sup> March 2024.
3. To appoint Director in place of Shi. Remesh Kumar Kuruppath (DIN; 01789719), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Re-appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, Rule 19 of the Nidhi Rules 2014 and other applicable provisions, if any, of the Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Mohandas and Associates, Chartered Accountants, Firm Reg. No. 02116S, Press Club Road Thrissur-1 be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of this (31<sup>st</sup>) Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**SPECIAL BUSINESS:**

**5. Appointment of Adv. N.K. Unnikrishnan as Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Sri. Nedyirippil Karappan Unnikrishnan (DIN:10762487) who was appointed as an additional director ( Independent) of the company with effect from 31<sup>st</sup> August 2024 under section 161 of the Companies Act 2013 by the Board of directors based on the recommendations of Nomination and Remuneration Committee, who meets the criteria of independence, and whose term of office as an additional director expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation for a period of five years i.e. 30<sup>th</sup> August 2029.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**6. Appointment of Sri. N.V. Mahadevan as Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Sri. Nurani Venkataraman Mahadevan (DIN: 00073834) as an Independent Director of the Company not liable to retire by rotation for a period of five years commencing from 26<sup>th</sup> September 2024 to 25<sup>th</sup> September 2029.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**7. Appointment of Sri. Josekutty V E as Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Sri. Vazhayil Easow Josekutty (DIN: 10358372) as an Independent Director of the company not liable to retire by rotation for a period of five years commencing from 26<sup>th</sup> September 2024 to 25<sup>th</sup> September 2029.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**8. Commission to Independent Directors**

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

“RESOLVED THAT pursuant to the provisions of section 149(9),197 and other applicable provisions if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded its approval for the payment of Rs.5,00,000 /- (Rupees five lakh only) as commission to each Independent Director of the company, for the financial year 2023-24.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**For and on behalf of the Board**

**Place: Valapad  
Date: 31.08.2024**

Sd/-  
Anoop. P  
Company Secretary

## **NOTES:**

- a) An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 5 to 8 is annexed hereto and forms part of this notice.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.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 BLANK PROXY FORM IS ENCLOSED.
- c) The attendance slip duly signed by the member or proxy should be deposited at the venue of the meeting.
- d) The Members/Proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof to attend the meeting.
- e) Members are requested to intimate changes if any, in the registered address or contact details to the Company.
- f) Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 3 days before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
- g) As regards item No.2, The Board of Directors of the Company held on 29<sup>th</sup> June 2024 has recommended a dividend of Rs.2.50 per share of the face value of Rs.10 each (ie.25%) for the financial year ended 31<sup>st</sup> March 2024.
- h) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
- i) The Notice of the 31<sup>th</sup> Annual General Meeting along with Annual Report 2023-24, attendance slip and proxy form are available on the website of the Company, "[www.maben.in](http://www.maben.in)" and also at all Branch offices of the Company. The financial statements with enclosures are affixed at the notice board of the Company. Members who require physical copy of the same may please approach our Branches or write/mail to us at "[acs@maben.in](mailto:acs@maben.in)."

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

### **Item No.3**

Being an ordinary business, Explanatory Statement is not required as per the provisions of the Act. However, the following is provided for the information of the members:

Appointment / Re-appointment of Director U/S. 152 of the Companies Act 2013: -  
At the ensuing Annual General Meeting Sri. Remesh Kumar Kuruppath (DIN: 01789719) retire by rotation and being eligible, offers himself for re-appointment. Sri. Remesh Kumar Kuruppath aged 60 years (DOB. 1/02/1964) holds Bachelor's degree of Technology, Electronics & Communication Engineering from College of Engineering Trivandrum, Master of Technology in Computer Engineering from Indian Institute of Technology, Kharagpur and Master of Business Administration, Marketing & Finance from University of California, Davis.

Sri. Remesh Kumar started his career with Tata Consultancy Services in Pune as an Assistant Systems Analyst, where he continued for 4 years. Thereafter he had been working as a Systems Analyst, Online Resources, in Orlando, Florida, USA for a period of 1 year and Senior Software Engineer, in DST Output in California, USA for a period of 17 years. Presently he is working as a Director and CEO of Netvarth Technologies Pvt Ltd in Kerala and Director of Jaldee soft Pvt. Limited.

Sri. Remesh Kumar Kuruppath (DIN: 01789719) joined the Company on 25<sup>th</sup> September 2017 as Non-Executive Director of the Company. He is a member of Nomination and Remuneration Committee, Share Allotment Committee, Stakeholders Relationship Committee and Operation Committee of the Company. He holds 20 Equity Shares of Rs.10/- each of the Company. During the financial year he attended five Board Meetings and drawn rupees seventy-five thousand as sitting fee from the Company.

As per the policy on Board Composition and Compensation, Non-Executive Director is eligible for fixed amount of sitting fees and re-imburement of expenses if any, for attending Board/Committee meetings at such rate as may be approved by the Board from time to time.

Sri. Remesh Kumar is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in the said resolution.

### **Item No.4**

Being an ordinary business, Explanatory Statement is not required as per the provisions of the Act. However, the following is provided for the information of the members:

Re-appointment of Statutory Auditors and to fix their remuneration (Item No.4), M/s. Mohandas and Associates, Chartered Accountants, Firm Reg. No. 02116S, Thrissur- 1 has been appointed as statutory auditor of the company for a term of five years with effect from 26<sup>th</sup> Annual General meeting. The term of five consecutive years will be completed on the conclusion of 31<sup>st</sup> Annual General meeting. As per Section 139 of the Companies Act 2013 and Rule 19 of the Nidhi Rules 2014, the audit firm shall be eligible for re-appointment for five years from the completion of such term.

M/s. Mohandas and Associates is having a vast experience in the field of auditing with the team of highly qualified professionals. They submitted their consent to the Board for the re-appointment as statutory auditor of the Company. The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 29<sup>th</sup> June 2024 and recommend to the members the re-appointment of M/s. Mohandas and Associates, Chartered Accountants, Firm Reg. No. 02116S, Thrissur-1, as the Statutory Auditors of the Company for five years, from the conclusion of 31<sup>st</sup> Annual General Meeting to the conclusion of 36<sup>th</sup> Annual General Meeting on the remuneration to be decided by the Board of Directors in consultation with the Auditors. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice of the AGM as an Ordinary Business.

### **Item No.5**

Appointment of Adv. N.K. Unnikrishnan as Independent Director of the Company: -  
Based on the recommendations of Nomination and remuneration committee, the Board held on 30<sup>th</sup> August 2024 has appointed Sri. Nediyrappil Karappan Unnikrishnan (DIN: 10762487) as an additional Director (Non – Executive Independent) of the company with effect from 31<sup>st</sup> August 2024 under section 161 of the Companies Act 2013. The additional director can hold office up to the date of 31<sup>st</sup> Annual General Meeting.

Adv. N.K. Unnikrishnan, aged 67 (DOB: 28/11/1957), is a prominent member of the Bar Association of Thrissur and one of the leading criminal lawyers in Kerala. With an impressive 41 years of experience as an advocate, he brings a wealth of expertise across various legal domains, including Corporate Law, Finance, Banking, and Labour Law. He holds Bachelor's degrees in Arts and Law and has notably served as a legal adviser to the State Bank of India (SBI). His extensive career, underscores his profound expertise in the legal field. In recognition of merits, the Government of Kerala has appointed him Special Prosecutor in various murder cases and he has succeeded in ensuring maximum punishment in cases which are already disposed.

The Company has received a declaration from Adv. N.K Unnikrishnan confirming that he is not disqualified from being appointed as a Director in terms of Sec.164 of the Companies Act and has given his consent to act as an Independent Director of the Company. He joined the company on 31<sup>st</sup> August, 2024 as Additional Director of the Company and holds one equity share of Rs.10/- each fully paid up in the Company. Adv. N.K Unnikrishnan has also confirmed compliance with the criteria of Independence as provided under Section 149(6) of the Act.

The Nomination and Remuneration Committee and Board recommended for appointing Adv. N.K Unnikrishnan as an Independent Director of the Company to hold office for a term of five years. The Board believes that his appointment as an Independent Director will be in the best interests of the Company and its members. Furthermore, the Board is of the opinion that Adv. N.K. Unnikrishnan fulfills the conditions specified under the Companies Act, 2013, and the Rules made thereunder for such appointment, and that he is independent of the management.

As per the policy on Board Composition and Compensation, Independent Directors are eligible for fixed amount of sitting fees and re-imburement of expenses if any, for attending Board/Committee meetings at such rate as may be approved by the Board from time to time and profit related commission as may be approved by the Board/members under section 149(9) of the companies act 2013.

Adv. N.K Unnikrishnan (DIN: 10762487)) is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in the said resolution.

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

### **Item No.6 &7**

The Nomination and Remuneration Committee recommended to the members for appointing Sri. Nurani Venkataraman Mahadevan (DIN: 00073834) and Sri. Vazhayil Easow Josekutty (DIN: 10358372) as Independent Directors of the Company, to hold office for a term of five years. The Board believes that their appointment as an Independent Directors will be in the best interests of the Company and its members. Furthermore, the Board is of the opinion that proposed candidates, Sri. Nurani Venkataraman Mahadevan (DIN: 00073834) and Sri.Vazhayil Easow Josekutty (DIN: 10358372) fulfills the conditions specified under the Companies Act, 2013, and the Rules made thereunder for such appointment, and that he is independent of the management.

Sri. Nurani Venkataraman Mahadevan, aged 65 (DOB: 21/04/1959) is a fellow member of the Institute of Chartered accounts of India (Membership No. 024597) and also qualified the inter and Final (Group1) of the Company secretary course. He holds Bachelor's degree in commerce, from St. Thomas College Thrissur. He is presently partner in the firm M/s. Mahadevan & Hari Chartered Accountants at Thrissur and M/s. Mahadevan & Sivarajan Associates Bahrain. He has been a director of Real Time Solutions and Training Centre Private Limited since 29<sup>th</sup> July 2014 and an Independent Director of Manappuram Health Care Limited since 31<sup>st</sup> March 2015. He holds one equity share of Rs.10/- each fully paid up in our Company.

Sri. Josekutty V E, aged 61 (DOB: 14/07/1963), retired Registrar of Companies, holds a Master's Degree in Commerce from Mahatma Gandhi University, Kerala and has passed the Intermediate examination of the Company Secretary course from ICSI. With an impressive 34-year career in corporate law, he has served in a range of significant roles, including Assistant Registrar of Companies, Deputy Registrar of Companies, and Registrar of Companies across various states. He also possesses 17 years of professional experience in Group A Services of the Government of India. His expertise extends to his contributions as a nominated member of the Executive Committee of the Institute of Company Secretaries of India (ICSI), Hyderabad, and as a member of the Corporate Laws, Insolvency and Bankruptcy Code (IBC), and Alternative Dispute Resolution (ADR) Committee of the Federation of Telangana Chambers of Commerce and Industry (FTCCI), Hyderabad.

Sri. Josekutty V E also served as Joint Director in the Ministry of Corporate Affairs, where he gained extensive experience overseeing the functions of Registrars of Companies (ROCs) and Official Liquidators in multiple states. Additionally, he has been a valuable

member of several committees established by the Ministry of Corporate Affairs, addressing critical issues related to the Companies Act, 2013, Producer Companies, and Delegation of Authorities. He holds one equity share of Rs.10/- each fully paid up in our Company. At present, he is an Independent Director at the listed entity JMJ Fintech Limited, a position he has held since 20<sup>th</sup> December 2023.

The Company has also received a declaration from Sri. Nurani Venkataraman Mahadevan and Sri. Vazhayil Easow Josekutty confirming that they are not disqualified from being appointed as a Director in terms of Sec.164 of the Companies Act and has given his consent to act as a Director of the Company.

Sri. Nurani Venkataraman Mahadevan (DIN: 00073834) and Sri. Vazhayil Easow Josekutty (DIN: 10358372) are not related to any other Director and Key Managerial Personnel of the Company.

As per the policy on Board Composition and Compensation, Independent Directors are eligible for fixed amount of sitting fees and re-imburement of expenses if any, for attending Board/Committee meetings at such rate as may be approved by the Board from time to time and profit related commission as may be approved by the Board/members under section 149(9) of the companies act 2013.

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in the said resolution.

The Ordinary resolutions has set out in item No. 6 & 7 of this notice is accordingly recommended for your approval.

### **Item No.8**

The Nomination and Remuneration Committee meeting held on 17<sup>th</sup> June 2024 recommended to the Board and the Board of Directors in its meeting held on 29<sup>th</sup> June 2024, have recommended for the approval of members for the payment of Rs. 5,00,000/- (Rupees five lakh only), as commission to each Independent Director of the company, i.e. Dr. Santhakumar K (DIN:00595286) and Adv.Venugopalan K.S (DIN: 06963027), for the financial year 2023-24, The said commission is less than one percent of the net profit of the company for the Financial Year 2023-2024, which is within prescribed limits of the Companies Act 2013.

Except Dr. SanthaKumar K (DIN:00595286) and Adv. Venugopalan K.S (DIN: 06963027), none of the other Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item no.8 for the approval of Members.

**For and on behalf of the Board**

**Place: Valapad  
Date: 31.08.2024**

Sd/-  
Anoop.P  
Company Secretary



**MABEN NIDHI LIMITED**

REGD. OFFICE: FIRST FLOOR, JP MART, NEAR HIGH SCHOOL JUNCTION,  
VALAPAD, THRISSUR-680567, CIN: U65991KL1993PLN007584, PH: 9497490005,  
EMAIL: mail@maben.in WEBSITE: www.maben.in

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**ATTENDANCE SLIP**

(Please sign this slip and hand it over at the entrance of the meeting hall.)

Folio No/ Client Id :  
Number of Shares :  
Name and address of the Member :  
(in BLOCK LETTERS) or

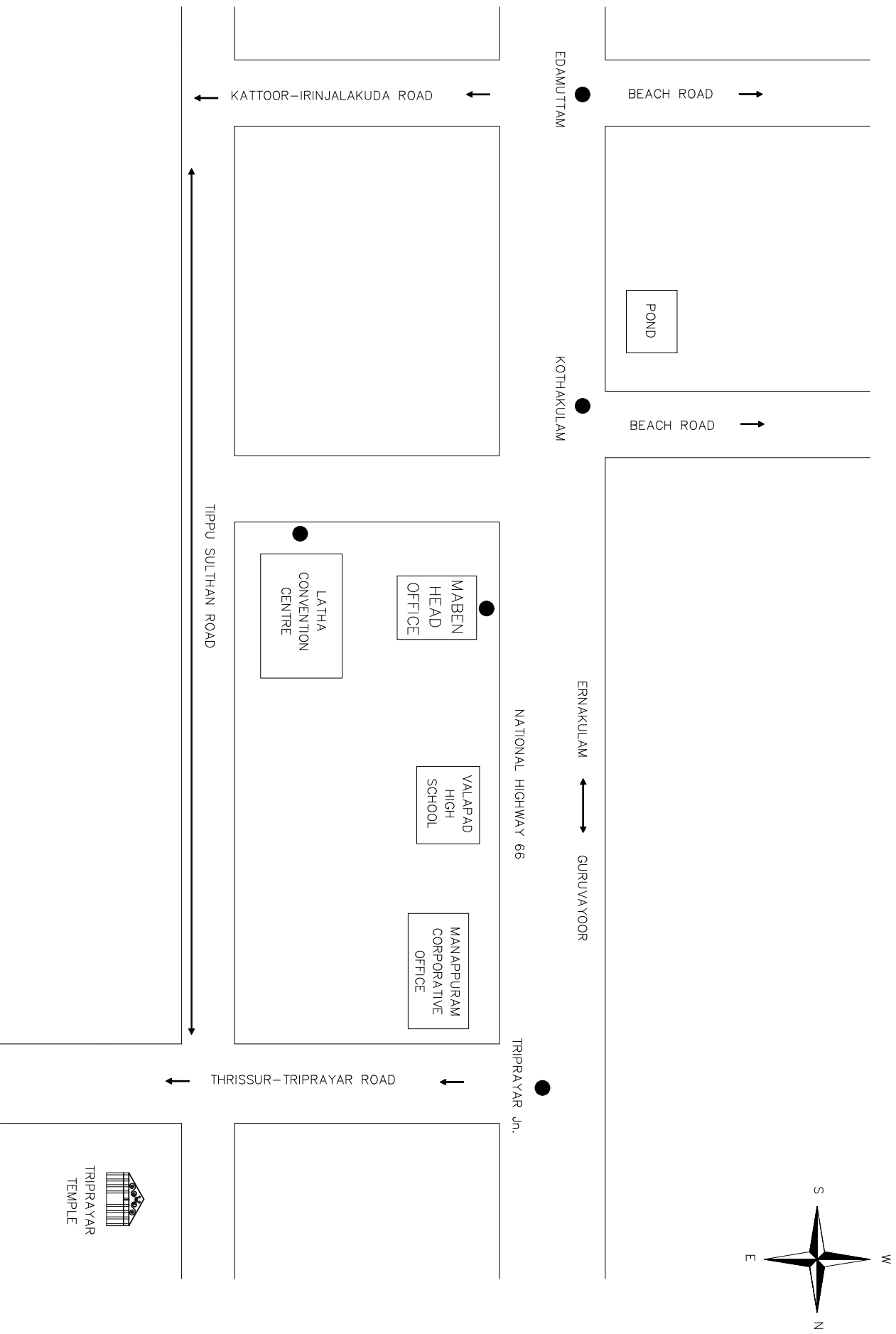
Name and address of the Proxy :  
(in BLOCK LETTERS)

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Members of Maben Nidhi Limited held on Thursday, 26<sup>th</sup> September 2024 at 11.00 am at Latha Convention Centre, Valapad, Thrissur, Kerala - 680567.

Member's/ Proxy's Signature: \_\_\_\_\_

# ROUTE MAP TO THE VENUE OF THE AGM

Latha Convention Centre, Valapad, Thrissur, Kerala-680567



**MABEN NIDHI LIMITED**

REGD. OFFICE: FIRST FLOOR, JP MART, NEAR HIGH SCHOOL JUNCTION, VALAPAD,  
THRISSUR-680567, CIN: U65991KL1993PLN007584, PH: 9497490005, EMAIL: mail@maben.in  
WEBSITE: www.maben.in

Form No. MGT-11

**Proxy Form**

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

31<sup>st</sup> Annual General Meeting on Thursday, 26<sup>th</sup> September 2024 at 11.00 am at Latha Convention Centre, Valapad, Thrissur

Name of the Member	
Registered Address	
E mail ID	
Folio No/ Customer Id	

I/we, being the Member(s) of Maben Nidhi Limited, holding ..... shares(s), hereby appoint

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ..... or failing him/her
2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ..... or failing him/her
3. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: .....

as my proxy to attend and vote (on a poll) for me and on my behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, 26<sup>th</sup> September 2024 at 11.00 A.M. at Latha Convention Centre, Valapad, Thrissur, Kerala - 680567 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote
Ordinary Business:		For / Against
1.	“RESOLVED THAT the audited Financial Statements, for the financial year ended 31 <sup>st</sup> March 2024, along with the report of the Auditors and Directors thereon, as circulated to the members, and laid before the meetings, be adopted and approved.”	
2.	“RESOLVED THAT dividend of Rs.2.50 per share of the face value of Rs.10 each (i.e. 25%) on the paid-up equity share capital of the company be and is hereby declared for the Financial Year 2023-24 to those shareholders whose name appear in the register of members of the Company as on March 31, 2024.”	

3.	<p>“RESOLVED THAT Shri. Remesh Kumar K (DIN: 01789719), who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company.”</p>	
4.	<p>“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, Rule 19 of the Nidhi Rules 2014 and other applicable provisions, if any, of the Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Mohandas and associates, Chartered Accountants, Firm Reg.No. 02116S, Press Club Road Thrissur-1 be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of this (31<sup>st</sup>) Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”</p>	
<b>Special Business: - Special Resolution</b>		
.5.	<p>“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 &amp; 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Sri. Nediyrappil Karappan Unnikrishnan (DIN:10762487) who was appointed as an additional director ( Independent)of the company with effect from 31<sup>st</sup> August 2024 under section 161 of the Companies Act 2013 by the Board of directors based on the recommendations of Nomination and remuneration committee, who meets the criteria of independence, and whose term of office as an additional director expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation for a period of five years i.e. 30<sup>th</sup> August 2029.”</p> <p>“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”</p>	
6.	<p>“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 &amp; 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Sri. Nurani Venkataraman Mahadevan (DIN: 00073834) as an Independent Director of the company not liable to retire by rotation for a period of five years commencing from 26<sup>th</sup> September 2024 to 25<sup>th</sup> September 2029.”</p> <p>“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”</p>	

7.	<p>“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 &amp; 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Sri. Vazhayil Easow Josekutty (DIN: 10358372) as an Independent Director of the company not liable to retire by rotation for a period of five years commencing from 26<sup>th</sup> September 2024 to 25<sup>th</sup> September 2029.”</p> <p>“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”</p>	
8.	<p>“RESOLVED THAT pursuant to the provisions of section 149(9),197 and other applicable provisions if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded its approval for the payment of Rs.5,00,000 /- (Rupees five lakh only) as commission to each Independent Director of the company, for the financial year 2023-24.”</p> <p>“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”</p>	

Signed this ..... day of September 2024  
Signature of Shareholder:  
Signature of Proxy holder:

Affix  
Revenue  
Stamp of  
Re.1

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31<sup>st</sup> Annual General Meeting.
3. Please Complete all details of members in the above box before submission.