NOTICE

Notice is hereby given that the Fifteenth Annual General meeting of the members of Veegaland Developers Private Limited will be held at the registered office of the Company at XXXV/654 (Old No: XIII/300 E-26), 4th Floor, K Chittilappilly Tower, Bharat Mata College Road, Kakkanad, Thrikkakara P.O, Ernakulam 682021 on Friday, September, 30, 2022 at 2.00 PM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2022 and the statement of Profit and Loss of the Company for the year ended on that date together with the Cash Flow Statement, the Report of the Board of Directors and Auditors' Report thereon.

SPECIAL BUSINESS

2. **To ratify the remuneration payable to M/s PSA & Associates, Cost Accountants, Firm Registration Number: 000752, appointed as Cost Auditors of the Company for the financial year 2022-23.**

   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 section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company be and are hereby ratify the payment of remuneration of Rs. 1,00,000/- (Rupees One Lakh Only), plus applicable taxes and reimbursement of out of pocket expenses to M/s PSA & Associates, Cost Accountants, Firm Registration No.: 000752 appointed by the Board as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial 2022-23.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **To continue the Directorship of Mr. K Vijayan, Joint Managing Director**

   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 196 and other applicable provisions if any including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force, consent of the members of the Company, be and is hereby accorded to continue the directorship of Mr. K Vijayan (DIN: 00027586), as Joint Managing Director, who

attained the age of 76 (Seventy six) years on July 15, 2022, till the financial year ended March, 31, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board of Directors

Kochouseph Chittilappilly
Chairman & Managing Director

Ernakulam
August 23, 2022

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. MEMBERS WHO WISH TO SEEK/ DESIRE ANY FURTHER INFORMATION/CLARIFICATION ON THE ANNUAL ACCOUNTS AT THE MEETING ARE REQUESTED TO SEND THEIR QUERIES ATLEAST 48 HOURS IN ADVANCE OF THE DATE OF THE MEETING TO THE REGISTERED OFFICE.

For and on behalf of the Board of Directors

Kochouseph Chittilappilly
Chairman & Managing Director

Ernakulam
August 23, 2022

STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT), SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 2:- To ratify the remuneration payable to M/s. PSA & Associates, Cost Accountants, Firm Registration Number: 000752, appointed as Cost Auditors of the Company for the financial year 2022-23.

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, and para 1(a) to Schedule VI of the Companies Act, 2013, the Company is required to maintain the cost records and get it the same audited by a Cost Accountant in Practice. The Board in its meeting held on August 23, 2022 has approved the appointment of M/s. PSA & Associates, Cost Accountants, Kochi, (Firm Registration No.: 000752), as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023. The Board also approved payment of Rs. 1,00,000/- (Rupees One Lakh Only) as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out of pocket expenses. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2022-23.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 3:- To continue the Directorship of Mr. K Vijayan, Joint Managing Director (DIN: 00027586)

The Board of Directors of the Company at their meeting held on March 31, 2022 approved to continue the tenure of Mr. K Vijayan, Joint Managing Director of the Company with effect from April 01, 2022. As per the provisions of Section 196 of the Companies Act, 2013, the Board proposes the tenure extension of Mr. K Vijayan before the members by way of special resolution, who attained the age of Seventy-six years on July 2022. The approval of the members by way of special resolution is sought for the continuation of the tenure of the appointment. Mr. K Vijayan, Joint Managing Director of the Company who has been contributing immensely to the Board deliberations and the Company is benefitted out of his vast experience in various business fields.

A detailed resume of Mr. K Vijayan is given in the Annexure accompanying this Notice.

Other than Mr. K Vijayan, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 3 of the accompanying Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Particulars	Mr. K Vijayan
Date of Birth & Age	15.07.1946, 76 years
DIN & Nationality	00027586 Indian
Date of first appointment to the Board	01.07.2017
Qualification	Diploma in technology from Hindustan Aeronautics Ltd., Diploma in Electronics/ Radio /Communication from Indian Air Force and Diploma in Television Technology from Ministry of Defence & National Institute of Technology & Management.
Experience in specific functional areas	He has more than three decades of experience which includes handling diverse roles in group concerns. Initially he began his career with the group at V-Guard Industries Limited and been associating with the activities of all other group concerns.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Nil
Membership and Chairmanship in the Committees of the Board of the Company*	
No. of shares held in the Company	Nil
Number of meetings of the Board attended during the Financial Year 2021-22	3
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Monthly remuneration of Rs. 2,00,000/-[Rupees Two Lakhs Only] including reimbursement of expenses as mutually agreed upon between him and the Company.
Details of last drawn remuneration	Same as above (March, 2022)

For and on behalf of the Board of Directors

Kochouseph Chittilappilly
Chairman & Managing Director

Ernakulam
August 23, 2022

Veegaland HOMES