



## **NOTICE**

Notice is hereby given that the Eleventh Annual General meeting of the members of Veegaland Developers Private Limited will be held at the registered office of the Company at XIII/300, E-26, 4<sup>th</sup> Floor, K Chittilappilly Tower, Bharat Matha College Road, Kakkanad, Thrikkakara P.O, Ernakulam 682021 on Sunday, September 30<sup>th</sup>, 2018 at 11.00 A.M to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance sheet as on 31<sup>st</sup> March 2018 and the Statement of Profit and Loss of the Company for the year ended on that date together with the Cash Flow Statement, the Directors' Report and Auditors' Report thereon.
2. To ratify the appointment of Statutory Auditors;

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, the Company hereby ratifies the appointment of M/s. Venugopal Kammath & Co., Chartered Accountants, (Firm Registration No. 004674S) Ernakulam, (who were appointed as Statutory Auditors of the Company in the 7<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2014, to hold office till the conclusion of 12<sup>th</sup> Annual General Meeting to be held in the year 2019) till the conclusion of the next Annual General Meeting of the Company, on such remunerations as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### **SPECIAL BUSINESS:**

3. To ratify the appointment of Mr. Arun K Chittilappilly as Head- Strategies on a Part Time Employment Basis;

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 188 of the Companies Act, 2013 ("the Act"), Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines

**VEEGALAND DEVELOPERS PVT LTD**

(including any statutory modification(s), amendments, or reenactment thereof for the time being in force), members of the Company be and is hereby ratified the holding of office or place of profit /employment by Mr. Arun K Chittilappilly, son of Chairman and one of the Promoters of the Company Mr. Kochouseph Chittilappilly, in the Company, with effect from July 16, 2018, on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and Mr. Arun K Chittilappilly, as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Arun K Chittilappilly, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

For and on behalf of the Board of Directors



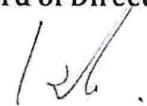
Kochouseph Chittilappilly  
Chairman

Kochi  
04.09.2018

**NOTES FOR MEMBERS ATTENTION:**

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.
3. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013 IS ANNEXED TO THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.

For and on behalf of the Board of Directors



Kochouseph Chittilappilly  
Chairman

Kochi  
04.09.2018

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 3**

The Board of Directors of the Company at its 52<sup>nd</sup> Meeting held on 04<sup>th</sup> September 2018 has ratified the appointment of Mr. Arun K Chittilappilly in the office or place of profit /employment of the Company with effect from July 16, 2018. Mr. Arun K Chittilappilly has more than two decades of experience in various functional areas of Management and administration and also held strategic position in leading Companies. His expertise knowledge and experience in the sectors of construction and hospitality will add on to the Companies growth to next level.

Mr. Arun K Chittilappilly is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of special resolution of the Company. Mr. Arun K Chittilappilly was appointed in the office or place of profit in the Company without obtaining the consent of the shareholders at a resolution in the general meeting required under sub-section 1 of Section 188 of the Companies Act 2013. Therefore, it is required to ratify the appointment within three months from the date of appointment. Hence; approval of members is sought for ratification of his appointment on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and Mr. Arun K Chittilappilly.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

Name of the Related Party	Mr. Arun K Chittilappilly
Name of the Director or KMP who is related	Mr. Kochouseph Chittilappilly Mrs. Sheela Kochouseph
Nature of Relationship	Son
Nature, Material terms, Monetary Value and Particulars of the Contract or arrangements;	Appointed as Head Strategies on a Part Time Employment Basis entitled with remuneration of Rs. 300,000/- per month as a consolidated pay with such terms and conditions mutually agreed.
Any other information relevant or important for the members to take a decision on the proposed resolution	In respect of this resolution, Mr. Arun K Chittilappilly, who is beneficiary, being son of Mr. Kochouseph Chittilappilly and Mrs. Sheela Kochouseph, three of them are related to each other. Since Mr. Kochouseph Chittilappilly is one of

	the Promoter and also the Chairman of the Company and Mrs. Sheela Kochosueph as the promoter of the Company, three of them are interested and concerned to the extent of the remuneration and benefits that Mr. Arun K Chittilappilly may get by holding the said office or place of profit/ employment in the company.
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Except the above, no other Director, Key Managerial Personnel or their relatives are anyway concerned or interested in the proposed ordinary resolution. The Board recommends the resolution set forth in Item No. 3 for ratification of the Members.

For and on behalf of the Board of Directors



**Kochouseph Chittilappilly**  
Chairman

Kochi  
04.09.2018