



NOTICE

Notice is hereby given that the Thirteenth 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, 4th Floor, K Chittilappilly Tower, Bharat Mata College Road, Kakkanad, Thrikkakara P.O, Ernakulam 682021 on Saturday, October 31, 2020 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2020 and the statement of Profit and Loss of the Company for the year ended on that date together with the Cash Flow Statements, the Reports of the Board of Directors and Auditors' Report thereon.
2. **To appoint the 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 modification(s) or re-enactment thereof, for the time being in force), M/s. Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S) Ernakulam, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 18th Annual General Meeting of the Company to be held in the year 2025, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

3. **To continue the Directorship of Mr. Kochouseph Chittilappilly, Chairman and Managing Director**

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

VEEGALAND DEVELOPERS PVT LTD

Regd. Office: XXXV/564 (Old No: XIII/300 E-26), 4th Floor, K Chittilappilly Tower,
BMC Road, Kakkanad, Thrikkakara P O, Ernakulam - 682021

Ph: 0484-2584000, 2973944, 62350 51144 | Email: mail@veegaland.in, www.veegaland.com
CIN: U45201KL2007PTC021107



"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. Kochouseph Chittilappilly (DIN: 00020512), as Managing Director, who will attain the age of 70 (Seventy) years on December 29, 2020, till his term of office as per the appointment made i.e till the end of the financial year March, 31, 2021.

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."

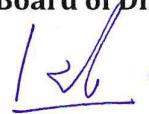
4. To continue the Directorship of Mr. K Vijayan, Joint Managing Director

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 will attain the age of 75 (Seventy five) years on July 15, 2021, till his term of office as per the appointment made i.e till the end of the financial year March, 31, 2021.

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

October 07, 2020

NOTES

1. In view of the continuing restrictions on the movement of persons at several places in the country caused by outbreak of COVID – 19, the Ministry of Corporate Affairs

vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, has allowed the companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for the calendar year 2020. The Company plans to convene the physical AGM by complying with the COVID-19 protocol issued by the Central as well as State Government.

- 2. 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.**
- 3. 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.**
- 4. The Board of Directors sought before to appoint M/s. Varma & Varma, Chartered Accountants, Ernakulam, registered with Institute of Chartered Accountants of India vide Firm registration number 004532S, as Statutory Auditors of the Company for a period of five consecutive years at this Annual General Meeting ("AGM") to hold office till the conclusion of AGM to be held in the year 2025, on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.**

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 ("the Act") by the Companies (Amendment) Act, 2017, effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn. In view of the above, ratification by the members for continuation of their appointment at consecutive AGM's are not considered. The remuneration payable to the Statutory Auditors shall be determined from time to time by the Board of Directors in consultation with the Statutory Auditors.

For and on behalf of the Board of Directors



Kochouseph Chittilappilly
Chairman & Managing Director

Ernakulam
October 07, 2020

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. 3:- To continue the Directorship of Mr. Kochouseph Chittilappilly, Chairman and Managing Director

The Board of Directors of the Company at their meeting held on April 27, 2020 re-designated Mr. Kochouseph Chittilappilly from Non Executive Chairman to Chairman and Managing Director of the Company with effect from May 01, 2020. Mr. Kochouseph Chittilappilly attains the age of Seventy years on December 2020. Pursuant to the provisions of Section 196 of the Companies Act, 2013 and the rules made thereunder, the approval of the members by way of special resolution is sought for the continuation of the tenure of the appointment. Mr. Kochouseph Chittilappilly, promoter director of the Company is on the Board since inception and 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. Kochouseph Chittilappilly is given in the Annexure accompanying this Notice.

Other than Mr. Kochouseph Chittilappilly and Mrs. Sheela Kochouseph, 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.

Item No. 4:- 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 21, 2020 continued the tenure of Mr. K Vijayan, Joint Managing Director of the Company with effect from April 01, 2020. As a good governance, the Board proposes the tenure extension of Mr. K Vijayan before the members by way of special resolution, who attains the age of Seventy-five years on July 2021. 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. 4 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. Kochouseph Chittilappilly	Mr. K Vijayan
Date of Birth & Age	29.12.1950, 69 years	15.07.1946, 74 years
DIN & Nationality	00020512 Indian	00027586 Indian
Date of first appointment to the Board	10.08.2007	01.07.2017
Qualification	Master degree in Physics	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	Mr. Kochouseph Chittilappilly is the Founder and Promoter Director of Veegaland Developers Private Limited. He has been the driving force behind the Company's growth since its inception. Also he is heading the position of Chairman Emeritus in V-Guard Industries Ltd. and Non-executive Chairman in Wonderla Holidays Ltd., both companies listed with National Stock Exchange(NSE) Ltd. & BSE Ltd. He is the recipient of numerous awards, which were bestowed on him for his exemplary performance in business. He has been occupying the position of Chairman and Managing Director of the Company with effect from 1 st	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.

	May, 2020	
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mrs. Sheela Kochouseph, Director is his spouse.	Nil
Membership and Chairmanship in the Committees of the Board of the Company*	Nil	
No. of shares held in the Company	18,50,000 Equity Shares	Nil
Number of meetings of the Board attended during the Financial Year 19-20	5	5
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Monthly remuneration of Rs. 3,50,000 [Rupees Three Lakh Fifty Thousand Only] as a consolidated pay as mutually agreed upon between him and the Company.	Monthly remuneration of Rs. 2,64,000 [Rupees Two Lakhs Sixty-Four Thousand Only] and eligible for reimbursement expenses as mutually agreed upon between him and the Company.
Details of last drawn remuneration	2019-20 - Nil	Same as above.

*Chairmanship and Membership of the Audit Committee and the Stakeholders' Relationship Committee are only considered.

For and on behalf of the Board of Directors



Kochouseph Chittilappilly
Chairman & Managing Director

Ernakulam
October 07, 2020