



NOTICE

Notice is hereby given that the Fourteenth 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 Tuesday, November 30, 2021 at 12 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2021 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.

SPECIAL BUSINESS

2. **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:

"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 Chairman & Managing Director, who will attain the age of 71 (Seventy one) years on December 29, 2021, till his term of office as per the appointment made i.e till the end of the financial year March, 31, 2024.

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."



VEEGALAND DEVELOPERS PVT LTD

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

CIN: U45201KL2007PTC021107





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 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, 2022.

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
September 30, 2021

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**



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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.

- 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
30.09.2021

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

The Board of Directors of the Company at their meeting held on 31.03.2021 decided to to continue the tenure of Mr. Kochouseph Chittilappilly, Chairman and Managing Director of the Company with effect from April 01,2021. Mr. Kochouseph Chittilappilly attains the age of Seventy one years on December 2021. 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.



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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. 2 of the accompanying Notice.

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, 2021 continued the tenure of Mr. K Vijayan, Joint Managing Director of the Company with effect from April 01, 2021. As a good governance, the Board proposes the tenure extension of Mr. K Vijayan before the members by way of special resolution, who attained 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. 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. Kochouseph Chittilappilly | Mr. K Vijayan |
|--|-------------------------------|----------------------------|
| Date of Birth & Age | 29.12.1950, 71 years | 15.07.1946, 75 years |
| DIN & Nationality | 00020512 Indian | 00027586 Indian |
| Date of first appointment to the Board | 01.09.2010 | 01.07.2017 |
| Qualification | Master Degree in Physics | Diploma in technology from |



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| | | 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 May, 2020 | 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 | 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 | 18,50,000 Equity Shares | Nil |

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| in the Company | | |
| Number of meetings of the Board attended during the Financial Year 20-21 | 6 | 6 |
| 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. 1,50,000/-[Rupees One Lakhs Fifty Thousand Only] Per Month up to 30.09.2021 and Rs.1,83,000/- (Rupees One Lakh Eighty three thousand only) per month wef 1.10.2021 and eligible for reimbursement expenses as mutually agreed upon between him and the Company. |
| Details of last drawn remuneration | Same as above | Rs.1,83,000/- (Rupees One Lakh Eighty-three Thousand only) Per month and eligible for reimbursement of expenses as mutually agreed upon between him and the company. |

*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
September 30, 2021

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