

KITCO Limited
Regd.Office: Femith's, P.B.No.4407, Puthiya Road, NH Bypass, Vennala,
Kochi-682028.

CIN: U74140KL1972GOI002425

Email id: mail@kitco.in. website: www.kitco.in

Phone: 0484- 4129000, Fax: 04842805066

NOTICE OF 48th ANNUAL GENERAL MEETING

Notice is hereby given that the 48thAnnual General Meeting of the Shareholders of the company will be held on **Tuesday, 29th day of December, 2020** at **11:30 AM** through Video Conferencing to be hosted from the Registered Office of the Company at Femith's, PB 4407, Puthiya Road, NH Bypass, Vennala, Kochi- 682028 to transact following business:

A. Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 and the reports of the Auditors' and Boards' thereon.
2. To fix remuneration of the Statutory Auditors of the Company for the financial year 2020-21 in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary resolution:

“RESOLVED that pursuant to the provisions of Sections 139(5) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of M/s Paulson & Co (SR1411), Statutory Auditor of the Company, appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2020-21, as may be deemed fit.”

B. Special Business

3. To appoint Shri. Santhosh Koshy Thomas (DIN: 02561345), Additional director, as Director in the Company (representative of Government of Kerala):

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable sections of the Companies Act, 2013 read with applicable rules made thereunder subject to re-enactment and modifications, consent of members be and is hereby accorded for appointment of Shri. Santhosh Koshy Thomas

Branch Offices:

Thiruvananthapuram
TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi
No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

(DIN: DIN: 02561345), additional Director in the Company, as Director (representative of Government of Kerala) in the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby accorded to do all such acts, deeds and documentations in order to give effect to the above resolution.”

4. To appoint Shri. V Anish Babu (DIN: 02830575), Additional director, as Director in the Company (representative of IFCI Limited):

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable sections of the Companies Act, 2013 read with applicable rules made thereunder subject to re-enactment and modifications, consent of members be and is hereby accorded for appointment of Shri V Anish Babu (DIN: 02830575), additional Director in the Company, as Director (representative of IFCI Limited) in the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby accorded to do all such acts, deeds and documentations in order to give effect to the above resolution.”

5. To appoint Shri C J Manujunathaswamy (DIN: 08848722), Additional director, as Director in the Company (representative of Union Bank of India):

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable sections of the Companies Act, 2013 read with applicable rules made thereunder subject to re-enactment and modifications, consent of members be and is hereby accorded for appointment of Shri C J Manujunathaswamy (DIN: 08848722), additional Director in the Company, as Director (representative of Union Bank of India) in the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby accorded to do all such acts, deeds and documentations in order to give effect to the above resolution.”

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081 email: delhi@kitco.in

6. To appoint Smt. Mamta Kumari (DIN: 08968141), Additional director, as Director in the Company (representative of Indian Bank):

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable sections of the Companies Act, 2013 read with applicable rules made thereunder subject to re-enactment and modifications, consent of members be and is hereby accorded for appointment of Smt. Mamta Kumari (DIN: 08968141), additional Director in the Company, as Director (representative of Indian Bank) in the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby accorded to do all such acts, deeds and documentations in order to give effect to the above resolution.”

For and on behalf of the Board of Directors
By Order of the Board

sd/-

Tanuku Balaji
Nominee Director
DIN: [08486817](#)
Address: C 19, Avinash Apartments, Bharathi Colony,
Near Hotel Hari Bhavanam, Peelamedu,
Coimbatore SO, Coimbatore, Tamil Nadu - 641004

Date: 05/12/2020
Ernakulam

Notes:

1. *The relevant explanatory statement in respect of the above special businesses pursuant to the provisions of Section 102 of Companies Act 2013 is annexed hereto.*
2. *In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 33/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 28th September 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 48th AGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the 48th AGM shall be the Registered Office of the*

Branch Offices:

Thiruvananthapuram
TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi
No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

Company.

3. *In compliance with the aforesaid MCA circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members are requested to intimate immediately change of address or mail id, if any, to the Company.*
4. *Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 48th AGM.*
5. *Owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members.*
6. *The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.*
7. *Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.*
8. *Members may attend the AGM through audio video means by using the details provided in the email*
9. *Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.*
10. *Facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis and shall not be closed till expiry of 15 minutes after the conclusion of the AGM.*
11. *The designated e-mail address of the Company is mail@kitco.in the members to convey their vote. When a poll is required to be taken during the Meeting on any resolution, the shareholders have to convey their vote by sending email to the aforementioned designated email address at mail@kitco.in. The Company shall keep such e-mails from shareholders confidential and shall be strictly maintained by the company at all times.*
12. *The helpline number to be contacted by shareholders who need assistance*

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

with using the technology before or during the annual general meeting shall be +91-0484- 4129000/ 0484- 6129000.

- 13. The Chairman shall conduct a vote by show of hands unless a demand of poll is made by member/members (member holding shares worth minimum value of Rs. Five Lakh or 10% voting power in the Company) as per section 109 of Companies Act 2013. If any shareholder requires for voting by poll, he/they shall e-mail their assent/dissent through their registered email ID(s) to the company designated email viz. mail@kitco.in.*
- 14. The Register of Members and Share Transfer Books of the Company will remain closed from 23.12.2020 to 29.12.2020 (both days inclusive).*
- 15. Brief profile of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as per the requirement of the Secretarial Standard 2, is annexed hereto and forms part of the Notice.*
- 16. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to Company Secretary of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.*

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvmm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081 email: delhi@kitco.in

EXPLANATORY STATEMENT

(Pursuant To section 102 of the Companies act 2013)

Item 3:

Appointment of Shri. Santhosh Koshy Thomas (DIN: 02561345), Additional director, as Director in the Company (representative of Government of Kerala):

Shri. Santhosh Koshy Thomas was appointed as Additional Director as representative of Government of Kerala in place of the previous representative Shri K R Jyothilal IAS on 28.04.2020. As per the provisions of Section 161 of the Companies Act, 2013, tenure of an Additional Director is upto the date of the next Annual General Meeting.

Therefore, the Board has recommended to the shareholders his appointment as Director in the forthcoming Annual General Meeting to be held on 29.12.2020.

The shareholders are requested to pass the resolution as Ordinary Resolution.

All documents relating to appointment of the director is kept at the registered office of the Company for inspection of members during business hours of the Company.

None of the directors other than Shri Santhosh Koshy Thomas, KMP of the Company or their relatives are interested in this resolution.

Item 4:

Appointment of Shri V Anish Babu (DIN: 02830575), Additional director, as Director in the Company (representative of IFCI Limited):

Shri V Anish Babu was appointed as Additional Director as representative of IFCI Ltd in place of the previous representative Shri Samik Dasgupta on 28.04.2020. As per the provisions of Section 161 of the Companies Act, 2013, tenure of an Additional Director is upto the date of the next Annual General Meeting.

Therefore, the Board has recommended to the shareholders his appointment as Director in the forthcoming Annual General Meeting to be held on 29.12.2020.

The shareholders are requested to pass the resolution as Ordinary Resolution.

All documents relating to appointment of the director is kept at the registered office of the Company for inspection of members during business hours of the Company.

None of the directors other than Shri V Anish Babu, KMP of the Company or their relatives are interested in this resolution.

Branch Offices:

Thiruvananthapuram
TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi
No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

Item 5:

Appointment of Shri C J Manjunathaswamy (DIN: 08848722), Additional director, as Director in the Company (representative of Union Bank of India):

Shri C J Manjunathaswamy was appointed as Additional Director as representative of IFCI Ltd in place of the previous representative Shri A Krishnaswamy on 04.09.2020. As per the provisions of Section 161 of the Companies Act, 2013, tenure of an Additional Director is upto the date of the next Annual General Meeting.

Therefore, the Board has recommended to the shareholders his appointment as Director in the forthcoming Annual General Meeting to be held on 29.12.2020.

The shareholders are requested to pass the resolution as Ordinary Resolution.

As the resolution pertains to the appointment of Shri. C J Manjunathaswamy is deemed to be concerned/interested in the agenda.

All documents relating to appointment of the director is kept at the registered office of the Company for inspection of members during business hours of the Company.

None of the directors other than Shri C J Manjunathaswamy, KMP of the Company or their relatives are interested in this resolution.

Item 6:

Appointment of Smt Mamta Kumari (DIN: 08968141), Additional director, as Director in the Company (representative of Indian Bank):

Smt Mamta Kumari was appointed as Additional Director as representative of Indian Bank in place of the previous representative Shri Keshav Lal Menon on 24.11.2020. As per the provisions of Section 161 of the Companies Act, 2013, tenure of an Additional Director is upto the date of the next Annual General Meeting.

Therefore, the Board has recommended to the shareholders her appointment as Director in the forthcoming Annual General Meeting to be held on 29.12.2020.

The shareholders are requested to pass the resolution as Ordinary Resolution.

All documents relating to appointment of the director is kept at the registered office of the Company for inspection of members during business hours of the Company.

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081 email: delhi@kitco.in

None of the directors other than Smt. Mamta Kumari, KMP of the Company or their relatives are interested in this resolution.

For and on behalf of the Board of Directors

By Order of the Board

sd/-

Tanuku Balaji
Nominee Director

DIN: [08486817](#)

Address: C 19, Avinash Apartments, Bharathi Colony,
Near Hotel Hari Bhavanam, Peelamedu,
Coimbatore SO, Coimbatore, Tamil Nadu - 641004

KITCO Ltd.,
Date: 05.12.2020
Place: Ernakulam

A brief profile of Directors to be appointed/ re-appointed / fixation of remuneration of Directors as per the requirement of Secretarial Standard – 2 (1.2.5):

Name of the Director	Shri Santhosh Koshy Thomas	Shri V Anish Babu
Director Identification Number	02561345	02830575
Date of first appointment on the Board	28.04.2020	28.04.2020
Designation	Additional Director (Government of India)	Additional Director (representing IFCI Ltd)
Age	53 years	41 years
Qualification	B.Tech –Electrical and Electronics, MBA (Marketing). Fellow- Institute of Engineers	B.Com, MBA
Experience	30 years of experience. Currently serving as MD- KINFRA	18 years of experience in IFCI, experience mainly in credit appraisal, monitoring & recovery
Terms and conditions for appointment/ reappointment	As per the applicable provisions of the Companies Act, 2013	As per the applicable provisions of the Companies Act, 2013
Details of remuneration sought to be paid	Nil	Nil
Details of remuneration last drawn	Nil	Nil

Branch Offices:

Thiruvananthapuram
TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi
No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

Shareholding in the Company	Nil	Nil
Relationship with other directors/KMP	-	-
Number of board meetings attended during the year 2019-20 (out of 5)	NA	NA
Number of board meetings attended during the year 2020-21 (out of 2)	2	2
Other directorship, membership/ chairmanship of committees of other boards	<ul style="list-style-type: none"> a. Rubber Park India Pvt Ltd- Additional Director b. Kinesco Power and Utilities Pvt Ltd – Director c. KINFRA International Apparel Parks Ltd- Director d. Marine Products Infrastructure development Corporation Pvt Ltd- Nominee Director e. Kottayam Ports and Container Terminal Services Pvt Ltd- Nominee Director f. KINFRA Export Promotion Industrial Parks Ltd- Director g. KINFRA Electronic Park Pvt Ltd- Additional Director h. Life Science Industries and Parks Pvt Ltd- Director i. KINFRA Film and Video Park - Director 	UFLEX Limited
Purpose for which details are being furnished	Change in designation from Additional Director to Director	Change in designation from Additional Director to Director

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081email: delhi@kitco.in

Name of the Director	Shri C J Manjunathaswamy	Smt Mamta Kumari
Director Identification Number	08848722	08968141
Date of first appointment on the Board	04/09/2020	24/11/2020
Designation	Additional Director (representing Union Bank of India)	Additional Director (representing Indian Bank)
Age	44 years	42 years
Qualification	B.SC (Agr), CAIIB1, CAIIB2	MBA
Experience	21 years of experience in banking sector	15 years of experience in banking sector
Terms and conditions for appointment/reappointment	As per the applicable provisions of the Companies Act, 2013	As per the applicable provisions of the Companies Act, 2013
Details of remuneration sought to be paid	Nil	Nil
Details of remuneration last drawn	Nil	Nil
Shareholding in the company	Nil	Nil
Relationship with other directors/KMP	-	-
Number of board meetings attended during the year 2019-20	NA	NA
Number of board meetings attended during the year 2020 (out of 1)	1	NA
Other directorship, membership/ chairmanship of committees of other boards	Nil	Nil
Purpose for which details are being furnished	Change in designation from Additional Director to Director	Change in designation from Additional Director to Director

Branch Offices:

Thiruvananthapuram

TC No.16/839-1, Kochar Road,
Jagathy P.O, Thiruvananthapuram-695014.
Ph/Fax: 0471 2324462 email:tvm@kitco.in

New Delhi

No. B-2/92, 9th Floor
Himalaya House-23, K.G.Marg, New Delhi-110001
Ph: 011 41030081 email: delhi@kitco.in