

**NOTICE OF 51<sup>st</sup> ADJOURNED ANNUAL GENERAL MEETING**

Notice is hereby given that the 51<sup>st</sup> Adjourned Annual General Meeting of the Company will be held at 11.00 AM on Friday, the 20<sup>th</sup> day of October, 2023 through Video Conferencing (VC) or Other -Audio Visual Means (OAVM) to transact following business:

**A. ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March 2023, together with the Board's Report and Auditors' Report thereon including Annexures thereto and Comments of the Comptroller & Auditor General (C&AG) of India and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Annual Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March 2023, comprising of Statement of Profit & Loss, Balance Sheet, Cash Flow Statement, Statement of Changes in Equity together with Notes on Accounts, Directors' Report and Auditors' Report thereon including Annexures thereto along with the comments of Comptroller & Auditor General of India (C&AG), as circulated to the members be and are hereby received, considered and adopted.”

By Order of the Board

**Sd/-**  
Harinarayanaraj  
Managing Director  
DIN: 06583319

Place : Ernakulam  
Date : 12.10.2023

**Notes:**

- a. *The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The deemed venue for the 51<sup>st</sup> Adjourned AGM shall be the Registered Office of the Company.*
- b. *The Audited Financial Statements for the year ended 31st March, 2023 together with the Reports of Directors and Statutory Auditors thereon, could not be considered by the Members at the 51<sup>st</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September 2023, since the Comments of the C&AG of India on the Audited Financial Statements in terms of the provisions of Section 143(6) of the Companies Act, 2013 were not received. Accordingly at the said meeting after considering all other agenda items, the members resolved to adjourn the meeting sine die to be reconvened after receipt of the Comments of the C&AG.*
- c. *The Comments of the C&AG on the Audited Financial Statements dated 06<sup>th</sup> October 2023 have since been received and a copy of the same is enclosed to this Notice. Now the 51<sup>st</sup> Annual General Meeting is being re-convened to consider the Agenda Item regarding consideration of the Audited Financial Statement, containing Balance Sheet as at 31st March, 2023, Statement of Profit & Loss Account and Cash Flow Statement of the Company, for the year ended 31st March, 2023 together with the Report of the Board, Reports & the Comments of the Auditors and C&AG thereon.*
- d. *The Audited Financial Statement and other statutory annexure required to be laid before the members at the Annual General Meeting (except the Comments of the C&AG on the Annual Financial Statements, which is being sent now), have already been sent to members and others entitled to receive the same along with the Notice of 51<sup>st</sup> Annual General Meeting dated 25<sup>th</sup> September 2023 sent earlier through email. The said Report is also available on the website of the Company: <https://kitco.in>*

*However, if any member is desirous of getting a copy of the Reports in electronic form, may write to the Company.*

*In terms of the provisions of the Standard No.15.2 of 'Secretarial Standard on General Meeting (SS-2)' issued by the Institute of Company Secretaries of India, a fresh Notice in terms of provisions of the Companies Act, 2013 is being given for this adjourned meeting since the meeting was adjourned sine die.*

- e. *As per Section 116 of the Companies Act, 2013, resolution shall, for all purposes, be treated as having passed on the date on which it was in fact passed i.e., on 20<sup>th</sup> October 2023, the date of Adjourned AGM.*
- f. *In compliance with the aforesaid MCA circulars, notice of the Adjourned 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.*

- g. Since this Adjourned 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 51<sup>st</sup> Adjourned AGM.*
- h. 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.*
- i. 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 51<sup>st</sup> Adjourned AGM.*
- j. Corporate members intending to appoint 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.*
- k. Members may attend the Adjourned AGM through audio video means by using the details provided by email separately.*
- l. The Register of Members and Share Transfer Books of the Company will remain closed from October 14, 2023 to October 20, 2023 for the purpose of Adjourned AGM (both days inclusive).*
- m. Participation of Members through VC will be reckoned for the purpose of quorum for the Adjourned AGM as per Section 103 of the Act.*
- n. Facility of joining the Adjourned AGM through VC shall be kept open 15 minutes before the time scheduled for the Adjourned 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 commencement of the Adjourned AGM.*
- o. The designated e-mail address of the Company is [secretarial@kitco.in](mailto:secretarial@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 [secretarial@kitco.in](mailto:secretarial@kitco.in). The Company shall keep such e-mails from shareholders confidential and shall be strictly maintained by the Company at all times.*
- p. 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. [secretarial@kitco.in](mailto:secretarial@kitco.in).*

- q. *The meeting is being conducted through Video Conferencing and hence the route Map is not attached with.*

By Order of the Board

**Sd/-**  
Harinarayanaraj  
Managing Director  
DIN: 06583319

Place : Ernakulam  
Date : 12.10.2023



सत्यमेव जयते

भारतीय लेखापरीक्षा एवं लेखा विभाग  
प्रधान निदेशक वाणिज्यिक लेखापरीक्षा का कार्यालय, चेन्नै

Indian Audit and Accounts Department  
Office of the Principal Director of Commercial Audit, Chennai

No. PDCA/CA-I/KITCO/4-540/2023-24/694

Date: 06.10.2023

To

**The Managing Director,**  
KITCO Limited,  
MM Gardens, Church Landing Road,  
Near Kerala Fine Arts Hall,  
Ernakulam – 682016

Sir,

Sub: Comments of the Comptroller and Auditor General of India under section 143 (6)(b) of the Companies Act, 2013 on the Financial Statements of KITCO Limited for the year ended 31 March 2023.

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I am to forward herewith the comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013, on the Financial Statements of KITCO Limited for the year ended 31 March 2023.

Five copies of Annual Report of your company may kindly be arranged to be forwarded to this office. The date of holding of Annual General Meeting may also be intimated please.

Receipt of this letter may kindly be acknowledged.

Yours faithfully,

*S. Velliangiri*  
(S. Velliangiri) 6.10.23

Principal Director of Commercial Audit

Encl: Audit Certificate

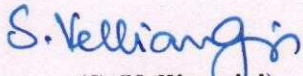
**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF KITCO LIMITED FOR THE YEAR ENDED 31 MARCH 2023**

The preparation of financial statements of KITCO Limited for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 01.09.2023.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of KITCO Limited for the year ended 31 March 2023 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to the statutory auditors' report under section 143(6)(b) of the Act.

**For and on behalf of the  
Comptroller & Auditor General of India**

  
(S. Velliangiri)

**Principal Director of Commercial Audit**

Place: Chennai

Date: 06 October 2023