

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Company will be held at the Registered Office of the Company at Muthoottu Royal Towers Kaloor, Kochi, Kerala 682017 on Monday 10th day of February, 2025 at 11.00 AM to consider and transact the following business:

1. Reappointment of Mrs.Nizzy Mathew as Whole Time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V(Part II Section I of Schedule V) to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. Nizzy Mathew (DIN 01680739) as Chairman & Whole Time Director of the Company for a period of 3 years, with effect from 01-01-2025 to 31-12-2027 on the terms and conditions including remuneration, which shall not exceed 180 lakhs per annum and as further detailed in the Explanatory Statement annexed to the Notice convening this Extra Ordinary General Meeting and as recommended by Nomination and Remuneration Committee at their meeting held on 30-12-2024 and approved by the Board at their meeting held on 30-12-2024, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Nizzy Mathew (DIN 01680739), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

2. Regularization of Additional Director Mrs. Babita Teresa George as Non Executive and Non-Independent Director of the Company.

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

“RESOLVED THAT Mrs. Babita Teresa George (DIN: 10838844), who was appointed as an Additional Director by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 being eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive and Non- Independent Director of the Company, not liable to retire by rotation.



RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Kochi
17-01-2025

By the order of the Board



Mathew Muthoottu
Managing Director
DIN: 01786534



Notes

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A proxy form is enclosed herewith. All proxies in order to be effective, should be completed, signed, stamped and should be received at the Registered Office of the Company not less than 48 hours before scheduled commencement of the meeting.
3. Corporate Members intending to send their authorized 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.
4. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days upto and inclusive of the date of Extra-ordinary General Meeting.
6. The Notice of Extra- ordinary General Meeting is being sent by electronic mode to all Members, whose mail ids are available with the Company the Depository Participant(s), unless any Member has requested for a copy of the Same.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Extra- ordinary General Meeting is enclosed.



ANNEXURE TO NOTICE**EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item no. 1 to 2 of the accompanying Notice.

Item No. 1 : Reappointment of Mrs.Nizzy Mathew as Whole Time Director

Keeping in view the vast experience, knowledge of Mrs.Nizzy Mathew in the NBFC sector and her contribution to the Company the Nomination and Remuneration Committee in their Meeting held on 30-12-2024 recommended for reappointment of Mrs.Nizzy Mathew as Chairman & Whole Time Director for a period of 3 years from 01-01-2025 to 31-12-2027 and the Board of Directors at its meeting held on 30/12/2024, re-appointed Mrs. Nizzy Mathew (DIN 01680739) as a Whole Time Director for a period of 3 years from 01-01-2025 to 31-12-2027, subject to approval of the members of the Company. The terms and condition of her re-appointment are as under:

Period: For the period of 3 years from 01-01-2025 to 31-12-2027

Remuneration: ₹ 180 lakhs p.a with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time and other benefits

Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mrs. Nizzy Mathew (DIN 01680739) in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

Mrs. Nizzy Mathew (DIN 01680739) shall not be entitled to any sitting fees for attending meetings of the Board or Committees

Interested parties: Mrs. Nizzy Mathew (DIN 01680739) is interested in the resolution set out at item no. 1 of the notice to the extent of remuneration received by her in the capacity of an Executive Director.

Related party and Interested party: Mr. Mathew Muthoottu, Managing Director and promoter is interested in the Resolution as he is directly related to Mrs Nizzy Mathew as her Son.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the reappointment and remuneration of Mrs. Nizzy Mathew and seeks the approval of the members by way of a special resolution, as set out in item no. 1 of the Notice.



Item No. 2: Regularization of Additional Director Mrs. Babita Teresa George as Non Executive and Non-Independent Director of the Company.

Mrs. Babita Teresa George was appointed at the Board Meeting held on 14th November, 2024 to act as Additional Director of the Company with effect from the date of obtaining DIN. Post obtaining DIN she became Additional Director of the Company with effect from 16th November 2024 . Pursuant to the provision of Section 161 of the Companies Act, 2013, Mrs Babita, holds office up to the date of the next Annual General Meeting of the Company. However as per the provision of Regulation 17 (1C) of SEBI (LODR) 2015 appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mrs Babita Teresa George on the Company's Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.2 for approval by the members of the Company.


Furthermore, a written notice regarding the intention to appoint as Director, along with a deposit of Rs. 1,00,000, has been submitted at the registered office of the Company, subject to the provisions of Section 160 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board recommends the regularization of Mrs. Babita Teresa George as a Non-Executive, Non-Independent Director and seeks the approval of the members by way of a special resolution, as set out in item no. 2 of the Notice.

Kochi
17-01-2025

By the order of the Board


Mathew Muthoottu
Managing Director
DIN: 01786534

