



KPB Nidhi Ltd.

Approved by Govt. of India-ESTD 1989

KPB Mandir, Sangeetha Sabha Road, Aluva-683101. Phone: 0484-2922000, 2922060

CIN: U65991KL1989PLC005448 headoffice@kpbnidhi.com, www.kpbnidhi.com

NOTICE OF 35th ANNUAL GENERAL MEETING (e-AGM)

Notice is hereby given that the 35th Annual General Meeting of the Members of **M/s KPB Nidhi Limited** will be held **through Video Conferencing on Thursday, the 26th day of September 2024 at 11.00 a.m.** in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.9/2023, 10/2022, 02/2022, 02/2021, 20/2020, 14/2020 and 17/2020 dated 25th September 2023, 28th December 2022, 5th May 2022, 13th January 2021, 5th May 2020, 8th April 2020 and 13th April 2020, respectively to transact the following businesses:

Ordinary Business (es):

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2024 together with the report of the Board of Directors and the Auditors thereon; For this purpose, to consider and if deemed fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, the audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with the notes forming part of the audited financials for the financial year ended 31st March 2024 along with the Auditors’ Report and the Directors’ Report thereon for the financial year ended 31st March 2024, be and are hereby taken as read, approved and adopted by the members.”

2. To appoint a director in the place of Sri. P Viswaroopan (DIN:00256061), who retire by rotation at this Annual General Meeting and being eligible offers himself for re- appointment. For this purpose, to consider and if deemed fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Sri. P. Viswaroopan (DIN:00256061), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

3. To appoint a director in the place of Sri. Pazhanikutty Swaminathan (DIN:09704625), who retire by rotation at this Annual General Meeting and being eligible offers himself for re- appointment. For this purpose, to consider and if deemed fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Sri. Pazhanikutty Swaminathan (DIN:09704625), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

4. To declare Dividend @ 11% on Equity Share Capital for the year ended 31st March 2024. For this purpose, to consider and if deemed fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for declaration and payment of final dividend @ 11% on equity shares of Rs. 10 each fully paid up for the year ended March 31, 2024 to the eligible members of the Company.”

Special Business (es):

5. Re-appointment of Sri. M Muraleedharan (DIN: 08607833) as Managing Director

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

“RESOLVED THAT pursuant to the provisions of section 152,196,197,198,203 and other applicable provisions, if any, of the Companies Act 2013 (hereafter referred to as the “Act”)

Read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the Articles of the Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approvals as may be necessary consent of the members be and is hereby accorded for re-appointment of Sri. M Muraleedharan (DIN:08607833) as Managing Director (MD) of the Company for a term of 5 years commencing from 23rd October 2024, upon terms and conditions of appointment including payment of remuneration as follows:

- (i) Salary Rs.80,000/- PM
- (ii) Reimbursement of monthly charge of phone bill
- (iii) Allowance for travel/ on duty/ leave as applicable to GM cadre as applicable
- (iv) Variable pay to be paid as decided by the Board
- (v) All other terms and conditions of his employment be decided by the Board from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To authorize Board of Directors to appoint Branch Auditors and to fix their remuneration

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

“RESOLVED THAT, pursuant to section 143(8) of the Companies Act, 2013, the accounts for the year ending 31st March,2025 of the Company’s branch offices be audited by such persons, other than the Company’s Auditor also, as are qualified for appointment as Auditors of the Company under section 139 of the Companies Act, 2013, and the Board of Directors be and is hereby authorized to appoint such Branch Auditors in consultation with the Company’s Auditor on such terms and conditions and on such remuneration as may be fixed by the Board”.

By the order of the Board

For **M/s KPB Nidhi Limited**

Place: Aluva
Date: 27th August 2024

Muraleedharan
Managing Director
(DIN: 08607833)

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form. The members seeking to inspect such documents can send an e-mail to companysecretary@kpbnidhi.com.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular dated 25th September, 2023 read with circulars dated 28th December, 2022, 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has taken certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company at www.kpbnidhi.com under the head "**Investor Relations- Notice to Shareholders.**"
3. In compliance with the said Circulars, the Company has also published a public notice by way of advertisement made on 25.08.2024 in the principal vernacular language in "Janmabhumi" newspaper and on 25.08.2024 in English language in "The Times of India" both having wide circulation along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company to register their e-mail ids with them.
4. The members who have not yet registered their e-mail ids with the Company may contact by emailing to shares@kpbnidhi.com or by calling Mr. C.K. Shaju, Head Shares at Mobile No. 8078167339 or at 6235000218 for registering their e-mail ids on or before 18.09.2024. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
5. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company at the email id or mobile number given in point no.4.
6. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only by poll which shall take place by way of email. The members shall cast their votes in the meeting on the resolutions only by sending e-mails through their e-mail addresses registered with the company while participating through VC facility. The e-voting mails shall be sent to the designated e-mail address of the company only during the meeting. **No advance voting is permitted.** However, if less than 50 members are present at the meeting; the Chairman may decide to conduct the vote by show of hands unless a demand for poll is made in accordance with section 109 of the Act as per General Circular No. 14/2020 dated

08.04.2020.

7. Voting rights of the members for voting through e-voting shall be in proportion to shares held by them as on the cut-off date i.e 18.09.2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the company as on the cut-off date shall only be entitled to avail the facility of e-mail voting system provided in the Meeting.
8. As per the MCA circular, the attendance of the members attending the Annual General Meeting through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. In accordance with the aforementioned MCA Circulars, the Company has tied up with Zoom for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - Members may attend the AGM using VC facility on a live streaming link as provided in the e- mail of notice by using the login credentials. The login-id and password to join the zoom meeting is as follows:
 - Meeting ID: Given in the email
 - Passcode: Given in the e mail
 - The entry to the meeting will be subject to first cum first serve basis.
 - The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 10:45 am and 15 minutes after the expiry of the said scheduled time i.e. till 11:15 am;
 - Participation of single member shall only be allowed at a time;
 - Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to md@kpbnidhi.com and gmoperations@kpbnidhi.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
 - Members are requested to **e-mail at it@kpbnidhi.com or call at 6235000227** in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.
 - Members can participate in the AGM through desktop / laptop/smart phone / tablet. However, for better experience and smooth participation, it is advisable to join the Meeting through desktop / laptop connected through broadband.
 - Members are requested to mute themselves and those members who wish to talk can leave a message in the chat option provided there in expressing their wish to talk. Only those members who express their concern to talk will be un-muted and allowed to speak at the meeting.
 - Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - **Steps To Join Meeting Through Phone**
 - Open the Zoom mobile app. If you have not downloaded the Zoom mobile app yet,

you can download it from the Google Play Store.

- Join a meeting using one of these methods:
- Tap Join a Meeting if you want to join without signing in.
- Sign in to Zoom then tap Join.

- Enter the meeting ID number and your display name.
- If you're signed in, change your name if your name is not as registered with the Company.
- If you're not signed in, enter a display name.
However, the display name should be as given to the Company at the time of joining as member.

- Select if you would like to connect audio and/or video and tap Join Meeting.

- **Steps To Join Meeting Through Computer**

- Open Chrome.
 - Go to join.zoom.us.
- Enter your meeting ID provided by the organizer.
- Click Join (Display name should be given as explained in the above point)

10. Instructions for email-voting:

- The facility of e-mail voting is provided to the members in order to avail their right to cast vote on the businesses to be transacted at the meeting as provided in the notice.
- The members are advised to cast their votes by entering the number of shares in the ballot paper attached to this notice against each item of business to be transacted at the meeting.
- ***No advance voting is permitted as per MCA Circular.***
- The ballot paper duly filled with the number of shares written against each item of business in favor of the motion or against is required to be sent **to the email id evoting@kpbnidhi.com at the time of the meeting in order to register the votes.**
- In case of joint holders attending the Meeting, only such joint holder whose name appears first in the Register of Members shall be entitled to vote.
- Only the members who have joined the meeting are allowed to vote.

11. In view of the MCA Circulars, no proxy shall be appointed by the members as the meeting is held through VC. Accordingly, proxy forms and attendance slip is not attached.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 35th Annual General Meeting i.e., 26th September 2024. The members seeking to inspect such documents can send an e-mail to companysecretary@kpbnidhi.com

13. The dividend for the financial year 2023-24, as recommended by the Board, if approved at the Annual General Meeting, in respect of equity shares held in physical form will be payable to the eligible shareholders whose names appear in the Company's Register of Members as on the record date i.e., 18.09.2024. The members are requested to provide their bank account details for receiving the credit of the Dividend amount (if Dividend is approved at the 35th Annual General Meeting) by e-mailing to shares@kpbnidhi.com.
14. As 35th Annual General Meeting is being held through VC, the route map is not annexed to this Notice.

By the order of the Board For **M/s KPB Nidhi Limited**

Place: Aluva
Date: 27th August, 2024

Muraleedharan
Managing Director
(DIN: 08607833)

