

**KERALA STATE HANDLOOM DEVELOPMENT CORPORATION LTD., KANNUR.**

**NOTICE FOR FORTY SEVENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the 47<sup>th</sup> Annual General Meeting of the shareholders of Kerala State Handloom Development Corporation Limited will be held on Thursday, the 31<sup>st</sup> December 2015 at 3.3.0 PM at Jawaharlal Nehru Public Library & Research Centre, Yogasala Road, Kannur -670 001 to transact the following business.

**Ordinary business:**

1. To consider and adopt the profit and loss account for the year ended 31<sup>st</sup> March 2015 and balance sheet as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To elect a Director in the place of Sri. V.M. Abdul Naser, who retires by rotation and being eligible offers himself for re-election pursuant to Article 51(V) of the Articles of Association of the Corporation.
3. To elect a Director in the place of Sri. K.M. Salim, who retires by rotation and being eligible offers himself for re-election pursuant to Article 51(V) of the Articles of Association of the Corporation.
4. To elect a Director in the place of Sri. Abdullakunhi Cherkala who retires by rotation and being eligible offers himself for re-election pursuant to Article 51(V) of the Articles of Association of the Corporation.
5. To elect a Director in the place of Sri. S. Ibrahimkutty who retires by rotation and being eligible offers himself for re-election pursuant to Article 51(V) of the Articles of Association of the Corporation.
6. To consider and fix remuneration of Rs.57,500/- to M/s Vishnu Rajendran & Co., Chartered Accountants who has been appointed as Statutory Auditors of the Corporation by the Comptroller and Auditor General of India, New Delhi for the financial year 2015-16.

## **Special business**

1. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution

“Resolved that pursuant to section 61 and other applicable provisions of the Companies Act 2013, the authorised share capital of the Corporation be and is hereby increased from Rs.25 crores to Rs.40 crores.

2. To consider and if thought fit to pass with or without modification the following resolution as a special resolution.

“Resolved that clause (V) of Memorandum of Association of the Corporation be modified to the extend that the share capital of the Company is Rs.40 crores divided into 400 lakhs equity shares of Rs.10/- each.

3. To consider and if thought fit to pass with or without modification the following resolution as a special resolution.

“Resolved that clause (6) of Article of Association of the Corporation be altered as follows:

The capital of the Company is Rs.40 crores divided into 400 lakh equity shares of Rs.10/- each.

4. To consider and if thought fit to pass with or without modification the following resolution as a special resolution.

“Resolved that pursuant to provisions of section 62(1) and other applicable provisions of the Companies Act 2013, the Board of Directors of the Corporation be and is hereby authorised to increase the issued capital of the Company to Rs.40 crores and to allot shares in such manner to the Governor of Kerala as they may consider necessary”.

Place: Kannur

Dt: 16-11-2015

By Order of the Board  
Sd/-  
MADHU. B  
Company Secretary

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013 for matters pertaining to items 1, 2, 3 & 4 under special business

Item No.1

The Government vide G.O (Rt) No.650/2015/ID dt.9-7-2015 have sanctioned an increase of authorised share capital of the Corporation from Rs.25 crores to Rs.40 crores. The approval of the members is required for increasing the authorised share capital from Rs.25 crores to Rs.40 crores and to facilitate the issue of new equity shares. Accordingly, item no.1 is placed before the Annual General Meeting for obtaining the approval of the members for increasing the authorised share capital from Rs.25 crores to Rs.40 crores.

None of the Directors is interested in the above resolution.

Item No. 2 & 3

Consequent to the increase of the authorised share capital of the Corporation from Rs.25 crores to Rs.40 crores necessary amendments have to be made in the Memorandum and Articles of Association of the Corporation to facilitate the change in the capital structure. Item 2 & 3 is therefore passed to facilitate the change in the authorised share capital of the Corporation.

None of the Directors is interested in the above resolution.

Item No. 4

The Government of Kerala holds 99% of the share capital of the Corporation. The Government provides assistance to the Corporation by way of share capital contribution at timely intervals. Hence the Corporation has to allot shares to the Government at timely intervals as and when Government orders are received regarding share capital contribution. In order to allot the balance shares to the Government towards share capital assistance the issued capital of the Corporation has to be increased. The members may therefore authorise the Board of Directors to increase the issued capital upto Rs.40 crores and allot balance shares to the Government to that extent. None of the Directors is interested in the above Resolution.

Place Kannur

Date: 16-11-2015

By Order of the Board

Sd/-

MADHU.B  
Company Secretary

Note:

1. A member entitled to attend and vote at this Annual General Meeting may appoint a proxy who need not be a member to attend and on a poll to vote instead of himself. Proxies, in order to be effective, must be received at the Corporation's Regd. Office not less than 48 hours before this meeting.
2. The 47<sup>th</sup> Annual General Meeting is now being held for consideration and adoption of the Audited Balance Sheet and the Profit & Loss Account of the Corporation for the financial year 2014-15 alongwith the report of the Statutory Auditors, Report of the Directors, Reply to Statutory Auditors comments, comments of the Additional Chief Secretary(Finance) and comments of the Comptroller & Auditor General of India, as required under the provisions of Companies Act 2013.