

# **VARUNA PAINTS PRIVATE LIMITED**

CIN: U24222KL1978PTC002982

Reg Office: The Monarch, 3<sup>rd</sup> Floor, P T Usha Road, Ernakulam, Kerala – 682 011

---

## **NOTICE OF THE 42<sup>nd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Members of M/s. **VARUNA PAINTS PRIVATE LIMITED** (the 'Company') will be held through Video Conferencing, on Tuesday, the 22<sup>nd</sup> day of December, 2020, at 5.00p.m (IST) via 'zoom' video conferencing application, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13<sup>th</sup> April, 2020 respectively (the provisions of the act), to transact the following businesses:-

### **Ordinary Business(es):**

1. To receive, consider and adopt the Audited Stand alone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 100/- per Equity Share of the Company for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a director in place of Mrs. Thresiamma Antony, (DIN 05332440), who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint M/s. BALAN & Co., Chartered Accountants, (Firm Reg No. 340S), the retiring auditors as the Statutory Auditors of the company for the Financial Years from F.Y 2020-21 to F.Y 2024-25 for remuneration to be fixed by the Board in consultation with the auditors.

### **Notes:**

- (1) Pursuant to COVID 19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 05 May 2020 read together with circulars dated 08 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted convening of the AGM through VC or OAVM without physical presence of members at a common venue. In accordance with the provisions of Companies Act, 2013 and MCA Circulars, AGM is being held through VC.
- (2) In accordance with the provisions of the act, the Notice of AGM and Annual Report including the Audited Financial Statements for the financial year 2019-20 have been sent in electronic mode to Members whose e-mail IDs are registered with the Company. Those who have not updated their e-mail with the company, upon receipt of this notice, may intimate their registered e-mail ID to the company by sending an e-mail to **invester.varunapaints@yahoo.com** (referred as 'company e-mail ID').

- (3) Physical copies of notice of AGM and Annual Report has been sent to the addresses, registered with the company, in case of members whose e-mail IDs has not been registered with the company or not intimated to the company.
- (4) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy neednot be a member of the Company. Since this AGM is being held through VC or OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- (5) Members attending the AGM through VC or OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- (6) The Register of Members of the Company will remain closed from 17th December, 2020 to 19th December, 2020 both days inclusive. Share Transfers received in order at the registered office of the company by 5.30 p.m. on Wednesday, 16th December, 2020, if approved by the Board of Directors in their meeting to be held before the Annual General Meeting, will be processed for payment of dividend, if declared, to the transferees or to their mandates.
- (7) As there are no items of Special Businesses to be transacted at the General Meeting, explanatory statement pursuant to Section 102 of the Companies Act, 2013 is not attached.
- (8) The Notice calling for the AGM has also been hosted on the website of the Company [www.varunapaints.com](http://www.varunapaints.com). Members of the company requiring the soft copies of the Annual Report of the company for the FY 2019-20 may send e-mail to the company e-mail ID.
- (9) The members who have not yet registered their e- mail IDs with the Company may contact the company on the company e-mail ID or 0484-2367130 for registering their e- mail ids on or before 18<sup>th</sup> December, 2020, by 5.00 p.m.
- (10) In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members by way of voting by 'Show of Hands'. In case a poll is demanded in the requisite manner, the poll shall be conducted vide 'electronic ballot' by e-mail. In such case, the following procedure shall be followed for the conduct of the voting –
  - (a) Upon deciding to conduct the poll, the format of the ballot paper will be send to the registered e-mail IDs of the members participating in the meeting. The ballot paper will be drafted in 'microsoft word' document for the convenience of the members.

- (b) The Chairman will decide whether or not to adjourn the meeting during the conduct of the poll formalities.
- (c) The members participating the meeting shall download the ballot paper sent to their registered e-mail IDs and shall cast their vote therein.
- (d) The member participating the meeting, after casting their vote, shall send the duly completed ballot paper as “Microsoft word” document / PDF document to the company e-mail ID of the company from their registered e-mail ID. Any e-mail received from any e-mail ID other than the registered e-mail ID of the members shall not be considered for this purpose.
- (e) The Chairman will count the votes cast by the members and shall declare the result of the poll in the meeting or as decided by the Chairman.
- (f) The detailed procedure for conduct of the poll, if required, shall be announced during the meeting by the Chairman.

(11) **Video Conference Facility**

The company has decided to conduct the AGM through “Zoom” application, through which the members can attend the AGM virtually. The members shall also participate in the discussion on the businesses transacted through the said application.

- (a) The meeting ID (for joining the meeting in Zoom application) and password is as under –

Meeting ID	7691096712
Password	12345

Any change in the above credentials will be intimated to the registered email ID of the members

- (b) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 5.15 p.m (IST) and 15 minutes after the expiry of the said scheduled time i.e. till 5.45 p.m (IST).
- (c) Participation of single member shall only be allowed at a time.
- (d) Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to company’s e-mail ID at least three days in advance of the meeting so that the answers may be made readily available at the meeting. Any question on the accounts and operations of the Company or the businesses covered under the Notice, if not sent to the company as above, shall NOT be considered and not discussed at the meeting.

(e) Members are requested to e-mail at [investor.varunapaints@yahoo.com](mailto:investor.varunapaints@yahoo.com) or call at +91 9497015460 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.

(12) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.

By the order of the Board,



Place : Ernakulum

Date : November 28, 2020

M.T Antony  
Director