



KPB Nidhi Ltd.

Approved by Govt. of India • ESTD 1989 • CIN:U65991KL1989PLC005448
Erstwhile "Kerala Permanent Benefit Fund Limited"

Registered Office: KPBF Mandir, Sangeetha Sabha Road, Aluva - 683101, Kerala
Phone: 0484-2922000, 2922060 Email: kpbfoaluva@gmail.com Website: www.kpbf.in

NOTICE

Notice is hereby given that 29th (Twenty Ninth) Annual General Meeting of the members of **M/s. KPB Nidhi Limited** (Erstwhile Kerala Permanent Benefit Fund Limited) will be held at **Balabhadra Auditorium**, near Sree Krishna Swami Temple, Temple Road, Aluva, Kerala -683101 at 3:30 PM on 26th September 2018 (Wednesday) to transact the following business:

A) Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2018 and the Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri.K K Balaram, (DIN: 01037982) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri.P Rajkumar, (DIN: 02870764) who retires by rotation and being eligible, offers himself for re-appointment.

B) Special Business

4. To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:

"RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Sri. P Viswaroopan (DIN- 00256061) who was appointed as an Additional Director in the meeting of the Board of Directors held on 25th September 2017 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197,203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Sri. K

Muraleedharan (DIN: 08041126) as the Managing Director of the Company for a period of Two years with effect from 1st February 2018 on terms and conditions including remuneration as given below.

- i. Basic Salary : 7,80,000.00 per annum
- ii. House Rent Allowance : Reimbursement of Rent not exceeding Rs.180000 per annum, if a furnished house at Aluva is taken on lease for residential purpose of MD. If furnished house is not available House Rent Allowance shall be limited to
 - (a) Rs.1,20,000/- per annum, in which case Furniture upto Rs.3,50,000 may be acquired by the Company or
 - (b) Rs.1,50,000 per annum in which case Furniture upto Rs.2,00,000 may be purchased by the Company
- iii. Reimbursement of residential telephone bill and mobile phone bill and one Business Newspaper charges
- 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.

“RESOLVED FURTHER THAT Sri. K Muraleedharan in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

6. To authorize Board of Directors to appoint Branch Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution: -

“RESOLVED THAT pursuant to section 143(8) of the Companies Act, 2013, the accounts for the year ending 31st March, 2019 of the Company’s branch offices be audited by such persons, other than the Company’s Auditor, 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 and on such terms and conditions and on such remuneration as may be fixed by the Board.

7. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, consent of the Members be and is hereby accorded for the appointment of Sri. M A Vasudevan Namboothiri (DIN 05102284), as an Independent Director of the Company for a period of Four Years with effect from 26.09.2018, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment.”

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

"RESOLVED THAT pursuant to Sections 62, other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed there under, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000 (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees ten only) each.

FURTHER RESOLVED THAT Sri. K Muraleedharan, Managing Director of the Company be and is hereby authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

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

Aluva
14.08.2018

Sd/-
K. Muraleedharan
Managing Director
(DIN: 08041126)

Notes: -

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the Company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Notice of this Annual General Meeting, Audited Financial Statements for the Financial Year 2017-18 along with Directors' Report and Auditors' Report are available on the website of the Company www.kpbnidhi.com, under 'Financial Performance' in 'Corporate' Menu and also available in 'Notice' in Corporate Menu.
4. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting **will be regulated by the attendance slip**, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip and hand it over at the counters of the venue.
5. **As per the guidelines of Ministry of Corporate Affairs, SEBI and as per Secretarial Standards issued by the Institute of Company Secretaries of India, no gifts/coupons are to be given to the shareholders on the occasion of Annual General Meeting. Hence no gifts will be given to the shareholders during this meeting.**

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

Item No.2

Brief Profile of Sri. K K Balaram

Sri. K K Balaram, aged 64, Non-Executive Director of our Company is a Commerce & Law Graduate. He is practicing as Civil Lawyer in the District Court & Other Court of Kannur District for the past 40 years. He is a member of Bar Council of Kerala & was Vice Chairman of the Bar Council of Kerala from 2000 to 2002. Presently Director of Sree Bakthi Samvardini Yogam, which is a society registered under the Societies Registration Act and which runs an Engineering College (Sreenarayana Gurukulam College of Engineering) and a CBSC School (SN Vidya Mandir), Kannur etc. He holds 16,725 Equity Shares of the Company.

Item No.3

Brief Profile of Sri. P. Rajkumar

Sri. P Rajkumar, aged 55, Non-Executive Director of our Company is member of The Institute of Chartered Accountants of India and is practicing with an experience of 29 years. He holds 25,651 Equity Shares of the Company.

Item No.4

Board of Directors of the Company with the recommendation of Nomination & Remuneration Committee has appointed Sri. P Viswaroopan as Additional Director from 25th September 2017 and he holds office of the Director till the conclusion of the ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Sri. P. Viswaroopan as Director of the Company. He holds 5,49,000 Equity Shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Sri. P Viswaroopan is concerned or interested, financial or otherwise, in the resolution set out as Item No. 4. The Board recommends the resolution set forth in Item No.4 for the approval of the members.

Brief Profile of Sri. P Viswaroopan

Sri. P Viswaroopan, aged 64, Non-executive Director of our Company is a businessman currently owning businesses in the United Arab Emirates and India who has expertise in the fields of Construction, NBFCs, Trading and Visual Media Communication. He is the Managing Partner of Eagle Stationery in UAE and Sole Proprietor of Ruby Stationery, one of the reputed firms in the field of business in Abu Dhabi, U.A.E and Symbol Computers LLC. He is the Managing Director of Devotees Enterprises Ltd, Thrissur and Janam Multimedia Limited. He is the owner of two other firms, namely Diyya Enterprises and Symbol Productions. Recently, elected as the President of Vrindavan Co-operative Society Ltd, an upcoming venture of chain of restaurants and Micro Finance. He is also a trustee of Sabari Saranasramam Trust and promoter trustee of Janam Souhrudavedi.

Item No.5

Due to personal and technical reasons Sri. T S Jagadeesan, Managing Director has resigned from the Board of Directors as on 31.01.2018 and the Board of Directors at its meeting held on 11th January 2018, appointed Sri. K Muraleedharan (DIN: 08041126) as Managing Director of the Company with effect from 1st February 2018 for a period of 2 years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders. He holds 5010 Equity Shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Sri. K Muraleedharan is concerned or interested, financial or otherwise, in the resolution set out at Item No.5. The Board recommends the resolution set forth in Item No.5 for the approval of the members.

Brief Profile of Sri. K Muraleedharan

Sri. K Muraleedharan, aged 65, is a Banker, retired as Deputy Zonal Manager from Indian Bank, after serving for 37 years. He is Post Graduate in Chemistry. He worked as Deputy General Manager and General Manager in M/s. KPB Nidhi Limited for last 3.5 years.

Item No.6

The Company has 74 branches in Kerala and may also open new branches in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

The Directors recommend the Resolution No.6 set out in the Notice for the approval of the Members.

Item No.7

Pursuant to the provisions of section 149 of the Companies Act 2013 and the recommendation of Nomination & Remuneration Committee the Board of Directors has, by a resolution passed at its meeting held on 14th August 2018, recommended to the shareholders that Sri. M A Vasudevan Namboothiri , Director (DIN: 05102284) be appointed as an Independent Director of the Company for a term of Four years from 26th September 2018.

Sri. M A Vasudevan Namboothiri & his relatives hold 2,48,275 Equity Shares of the Company.

In the opinion of the Board, Sri. M A Vasudevan Namboothiri fulfills the conditions specified in the Act and except for the above mentioned shareholding, he is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. M A Vasudevan Namboothiri as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 7 of the Notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Sri. M A Vasudevan Namboothiri is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

The Board recommends the resolution set forth in Item no.7 for the approval of the members

Brief Profile of Sri. M A Vasudevan Namboothiri

Sri. M A Vasudevan Namboothiri, aged 66, holds a degree of BSC Engineering (Electrical). He also holds Graduation in Industrial Engineering and has 32 years of relevant experience in Hindustan Newsprint Limited as Deputy General Manager. He was in charge of Human Resources, Man Power Development, Human Resources Reduction, Industrial Engineering Activities and Incentive Schemes. In addition, he was in the Committee of Spiritual Institution of Thantra Vidya Peedam, Saraswathy Vidya Mandir & VSM Hospital. He is our Director Board member from 2012. He is also the Director of Mookambika Technical Campus, Muvattupuzha & Sreevalsam Medical College, Edapal.

Item No.8

The Company was formed with an authorised capital of Rs.25,00,00,000 (Rupees Twenty-Five crores Only) comprising of 2,50,00,000 equity shares of Rs.10 each.

Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base, it is now proposed to increase the authorised equity share capital from the existing limit of Rs.25,00,00,000/- (comprising 2,50,00,000 equity shares of Rs. 10/- each) to Rs.35,00,00,000/- (comprising 3,50,00,000 equity shares of Rs.10/- each) .

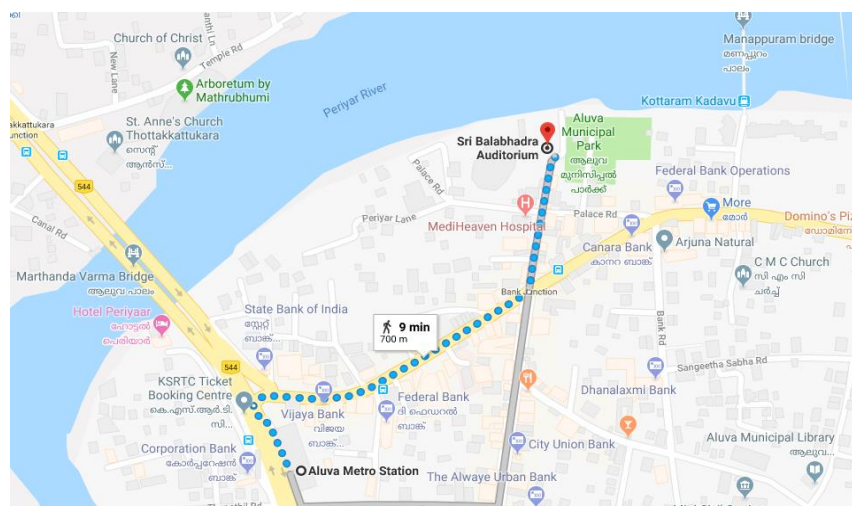
The Directors recommend the Resolution No.8 set out in the Notice for the approval of the Members. No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

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

Sd/-
K. Muraleedharan
(Managing Director)
(DIN: 08041126)

Aluva
14.08.2018

Route Map & Land Mark
29th AGM on Wednesday, 26th September 2018, at 3.30 pm
Sri Balabhadra Auditorium



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65991KL1989PLC005448
Name of the Company : KPB NIDHI LIMITED (erstwhile Kerala Permanent Benefit Fund Limited)
Registered office : NO.VIII/441(1), KPBF MANDIR, SANGEETHA SABHA ROAD, ALUVA - 683101

Name of the Member(s):..... Registered address:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:..... , or failing him
2. Name:
Address:
E-mail Id:
Signature:..... , or failing him
3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th** Annual general meeting of the company, to be held on the **26th day of September 2018** at 3.30 p.m at Balabhadr Auditorium, Sree Krishna Temple, Ernakulam, Kerala -683101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of audited financial statements for the financial year ended 31.03.2018 and reports of the Board of Directors and Auditors thereon.		
2	Re appointment Sri. K K Balaram(DIN: 01037982), Director who retires by rotation.		
3	Re appointment Sri. P Rajkumar(DIN: 02870764), Director who retires by rotation.		
Special Business			
4	Regularisation of Sri. P Viswaroopan as Director to the Board.		
5	Appointment of Sri. K Muraleedharan as Managing Director to the Board.		
6	To authorize Board to appoint branch auditors for the Financial Year 2018-19 and to fix their remuneration.		
7	Appointment of Sri. M A Vasudevan Namboothiri as Independent Director to the Board.		
8	To approve enhancement of Authorized Capital of the Company.		

Signed this..... day of..... 20....
Signature of Shareholder

Signature of Proxy holder(s)

Affix Re.1 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 hours before the commencement of the Meeting.

Attendance Slip
29th Annual General Meeting-26.09.2018

Full Name of shareholder in Block Letters:

Folio No :

No. of shares held :

Whether Member or proxy Member Proxy

E Mail ID :

I hereby record my/our attendance at the 29th Annual General Meeting of the Company on Wednesday, 26th day of September, 2018 at Balabhadra Auditorium, Sree Krishna Temple, Aluva, Ernakulam, Kerala -683101 at 3.30 pm.

Signature of Shareholder/Proxy :

Note: Only shareholders of the Company or their proxies will be allowed to attend the Meeting.

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. Duplicate slip will not be issued at the entrance to the meeting hall.

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If undelivered
Please return to...



KPB Nidhi Ltd

Erstwhile Kerala Permanent Benefit Fund Ltd
Approved by Govt. of India ESTD 1989 CIN: U65991KL1989PLC005448
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To,
Sri/Smt.....