

**CONFEDERATION FOR AYURVEDIC RENAISSANCE-KERALAM LIMITED**  
Kinfra Small Industries Park, Nalukettu Road, Koratty PO, Thrissur, Kerala – 680309  
CIN: U24233KL2004PLC017539  
Email – info@carekeralam.com, Website – www.carekeralam.com  
Telephone No: - 0480-2735737 Fax No: - 0480-2735837

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**NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of **CONFEDERATION FOR AYURVEDIC RENAISSANCE-KERALAM LIMITED** will be held on 30<sup>th</sup> September, 2021 at 2:30 P.M, without the physical presence of the members at a common venue, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with applicable circulars issued by MCA to transact the following business::

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2021 and Profit and Loss Statement and Cash Flow Statement for the year ended as on that date, together with Auditor's Report and Directors Report thereon.

**SPECIAL BUSINESS**

2. **To appoint Mr. Arunvisakh Nair (DIN: 05180278) as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Arunvisakh Nair (DIN: 05180278), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 15<sup>th</sup> January 2021 and who ceases to hold office on the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company be and is hereby appointed as the Director of the Company and the period of office of Mr. Arunvisakh Nair (DIN: 05180278) shall be liable to retire by rotation."

3. **To appoint Mr. Kishanchand (DIN: 09016324) as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Kishanchand (DIN: 09016324) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 15<sup>th</sup> January 2021 and who ceases to hold office on the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company be

and is hereby appointed as the Director of the Company and the period of office of Mr. Kishanchand (DIN: 09016324) shall be liable to retire by rotation.”

4. **To appoint Mr. Ajay George Varghese (DIN: 00715648) as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Ajay George Varghese (DIN: 00715648), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14<sup>th</sup> August 2021 and who ceases to hold office on the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company be and is hereby appointed as the Director of the Company and the period of office of Mr. Ajay George Varghese (DIN: 00715648) shall be liable to retire by rotation.”

5. **To appoint Mr. Hari Narayanan Namboothiri (DIN: 00064642) as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Hari Narayanan Namboothiri (DIN: 00064642), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14<sup>th</sup> August 2021 and who ceases to hold office on the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company be and is hereby appointed as the Director of the Company and the period of office of Mr. Hari Narayanan Namboothiri (DIN: 00064642), shall be liable to retire by rotation.”

6. **To appoint Dr. Shan Sasidharan (DIN: 07520968) as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Dr. Shan Sasidharan (DIN: 07520968), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14<sup>th</sup> August 2021 and who ceases to hold office on the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company be and is hereby appointed as the Director of the Company and the period of office of Dr. Shan Sasidharan (DIN: 07520968) shall be liable to retire by rotation.”

7. **To approve the appointment of Dr. Hareendran Nair Janardanan Nair (DIN: 00316710) as Managing Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to Article Number 149 and 159 of the Articles of Association of the Company, consent of the Company be and is hereby accorded for the appointment of Dr. Hareendran Nair Janardanan Nair (DIN: 00316710) as Managing Director of the Company for a period of 5 years with effect from 19.02.2021 till 18.02.2026 without any remuneration and as per the terms and conditions mutually agreed upon between the board and Dr. Hareendran Nair Janardanan Nair."

For and on behalf of the Board of  
**CONFEDERATION FOR AYURVEDIC RENAISSANCE-KERALAM LIMITED**

Sd/-

Dr. Hareendran Nair Janardanan Nair  
**Chairman cum Managing Director**

(DIN: 00316710,

Address: Kasthuri, Kottakuzhi, Poovachal PO,  
Perumkulam,

Punalal, Thiruvananthapuram, Kerala, India, 695575)

Place: Koratty  
Date: 07.09.2021

**Notes:**

- 1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.**
- 2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

7. Instructions for members for attending the AGM through VC / OAVM are as under:

**a. Members will be able to attend the AGM through VC / OAVM through the link**

<https://us06web.zoom.us/j/85606246008?pwd=UjhQSERVM0Zld1pma3AzNHZtNnNtZz09>

**Meeting ID:** 856 0624 6008

**Password:** 819420

b. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members.

c. Members who need assistance before or during the AGM, can contact [info@carekeralam.com](mailto:info@carekeralam.com) .

d. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number, PAN, mobile number at [info@carekeralam.com](mailto:info@carekeralam.com) from September 8, 2021 (10.00 A.M IST) to September 29, 2021 (05.00 P.M IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

8. As the AGM is conducting through VC / OAVM , members can cast their vote by show of hands.

9. If a Poll is demanded by member for any of the resolution of the meeting, then the members can cast their vote through sending mail from their registered mail id to the designated mail id of the Company which is [info@carekeralam.com](mailto:info@carekeralam.com).

10. Explanatory Statement under Section 102(1) of the Companies Act, 2013 is annexed hereto.

**STATEMENT TO BE ANNEXED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 2 to 6: Appointment of Directors of the Company**

Mr. Arunvisakh Nair (DIN: 05180278) and Mr. Kishanchand (DIN: 09016324) were appointed as Additional Directors of the Company at the Board Meeting held on 15.01.2021. Mr. Ajay George Varghese (DIN: 00715648), Mr. Hari Narayanan Namboothiri (DIN: 00064642) and Dr. Shan Sasidharan (DIN: 07520968) were appointed as Additional Directors of the Company at the Board Meeting held on 14.08.2021. As per Section 161 of the Companies Act, 2013, they will cease to hold office on the date of this Annual General Meeting. Company has received notice from them signifying their candidature as director of the Company under Section 160 of the Companies Act, 2013. Considering their experience and ability and benefit which the Company will derive from the association with them, the board of directors recommends their appointment as directors of the Company. Hence these resolutions are proposed.

As per section 102(1) of the Companies Act, 2013, none of the directors of the Company are interested in the above resolutions except the proposed directors.

The special business transacted at the meeting of the company does not relate to or affects any other Company. So disclosure pursuant to Sec 102(2) (b) of the Companies Act, 2013 is not applicable.

As required by section 102(3) of the Companies Act, 2013, the documents with regard to the appointments shall be available for inspection at the registered office of the Company during business hours.

**Item No. 7: Approval of the appointment of Dr. Hareendran Nair Janardanan Nair (DIN: 00316710) as Managing Director of the Company**

The Board of Directors in their meeting held on 19.02.2021 appoint Dr. Hareendran Nair Janardanan Nair (DIN: 00316710) as Managing Director of the Company. Considering his experience and expertise in the industry, his appointment will be an added advantage to the operational and administrative matters of the Company. As per Section 196 of the Companies Act, 2013, appointment of Managing Director requires approval of the Shareholders of the Company by way of an ordinary resolution and hence this resolution.

As per section 102(1) of the Companies Act, 2013, none of the directors of the Company are interested in the above resolution except the proposed director.

The special businesses transacted at the meeting of the company do not relate to or affects any other Company. So disclosure pursuant to Sec 102(2) (b) of the Companies Act, 2013 is not applicable.

As required by section 102(3) of the Companies Act, 2013, the documents with regard to the appointment shall be available for inspection at the registered office of the Company during business hours.

**As per the requirement of Secretarial Standard 2, the following information relating to the directors to be appointed/re-appointed as contained in Item No. 2 to 7 are furnished below:**

<b>Particulars</b>	<b>Information</b>	<b>Information</b>	<b>Information</b>
Name	Arunvisakh Nair	Kishanchand	Ajay George Varghese
Age	39	33	47
Qualification	MBA	MBA	Management Degree
Experience	14	10	22 years
Terms and conditions of appointment	As per the resolution at Item No. 2	As per the resolution at Item No. 3	As per the resolution at Item No. 4
Remuneration sought to be paid	Nil	Nil	Nil
Remuneration Last drawn	Nil	Nil	Nil
Date of first appointment on the Board	15.01.2021	15.01.2021	14.08.2021
Shareholding in the company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	2/2 (FY 2020-21)	2/2 (FY 2020-21)	-
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Pankaja Kasthuri Herbals India Private Limited- Director	Nil	1. Bipha Drug Laboratories Private Limited- Managing Director 2. Bipha Hotels and Resorts Private Limited- Whole-time Director 3. Bipha Omnitech Private Limited- Managing Director 4. Bipha Bioscience Private Limited- Managing Director

<b>Particulars</b>	<b>Information</b>	<b>Information</b>	<b>Information</b>
Name	Hari Narayanan Namboothiri	Dr. Shan Sasidharan	Dr. Hareendran Nair Janardanan Nair
Age	47	40	60
Qualification	B.Com	Ph.D Pharmacy	BAMS
Experience	27 years	12	35 years
Terms and conditions of appointment	As per the resolution at Item No. 5	As per the resolution at Item No. 6	As per the resolution at Item No. 7
Remuneration sought to be paid	Nil	Nil	Nil
Remuneration Last drawn	Nil	Nil	Nil
Date of first appointment on the Board	14.08.2021	14.08.2021	19.11.2020
Shareholding in the company	Nil	Nil	5 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	-	-	5/5 (FY 2020-21)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Sreedhareeyam Farms and Foods Ventures Private Limited- Director 2. Sreedhareeyam Farmherbs India Private Limited- Managing Director 3. Sreedhareeyam Ayurvedic Eye Clinics and Panchakarma Centre Private Limited- Managing Director 4. Sreedhareeyam Ayurvedic Eye Hospital and Research Centre Private Limited- Director	Nil	1. Pankaja Kasthuri Herbals India Private Limited- Managing Director 2. Pankajakasthuri Harmony Health Care and Tourism Private Limited- Director 3. Santham Retirement Villages (India)Private Limited- Director 4. Neyyar Health Care Private Limited- Director

For and on behalf of the Board of  
**CONFEDERATION FOR AYURVEDIC RENAISSANCE-KERALAM LIMITED**

Sd/-

Dr. Hareendran Nair Janardanan Nair  
**Chairman cum Managing Director**

(DIN: 00316710,

Address: Kasthuri, Kottakuzhi, Poovachal PO,

Perumkulam,

Punalal, Thiruvananthapuram, Kerala, India, 695575)

Place: Koratty  
Date: 07-09-21