

THE CANNING INDUSTRIES COCHIN LIMITED

CIN: U01122KL1947PLC000257

Registered Office: C-234-32, CAICO Road, Valarkavu, Trissur-680 006

Phone: 0487-2420685, 2442036 e-mail: caico.in@gmail.com Website: www.caico.in

NOTICE

Notice is hereby given that the 70th Annual General Meeting of the Canning Industries Cochin Limited (CIN: U01122KL1947PLC000257) will be held on Wednesday, the 20th day of September, 2017 at 10.30 a.m. at the registered office of the Company, at C-234-32 CAICO Road, Valarkavu, Thrissur -680 006, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2017 and the Reports of the Directors' and the Auditor's thereon;
2. To appoint a Director in place of Mr. Chirankandath Palu Jose (DIN: 00764405) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Dr. Paul Thalokaren Timothy (DIN:00668710) who retires by rotation and being eligible, offers himself for reappointment
4. To appoint a Director in place of Mrs. Jessy pavoo (DIN: 06670178) who retires by rotation and being eligible, offers herself for reappointment.
5. Ratification of the appointment and fixing of remuneration of Auditors.

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Abraham & Jose, Chartered Accountants, Mission Quarters Road, Thrissur-680 001, as Auditors of the Company made at the 67th Annual General Meeting, to hold office until the conclusion of the 72nd Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company, be and is hereby ratified.”

SPECIAL BUSINESS:

6. Appointment of Smt. Shibini as 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 section 152, 162 and other applicable provisions, if any, of Companies Act, 2013 read with Rules made thereunder, Smt. Shibini (DIN:02044633), whose period of office shall be liable to determination by retirement of Directors by rotation, be and is hereby, appointed as a Director of the company.”

NOTES:

A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

B. A form of Proxy is enclosed to this Notice. No instrument of Proxy shall be valid unless:

- i) it is signed by the member or by his/her attorney, duly authorized in writing, or in the case of joint holders, it is signed by the member first named in the Register of Members or his/her attorney, duly authorized in writing, or in the case of body corporate, it is executed under its Common Seal, if any, or signed by its attorney, duly authorized in writing; provided that an instrument of Proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazette officers or any officer of a nationalized bank.

- ii) It is duly stamped and deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for the Meeting, i.e. by 10.30 a.m. on Monday, 18th September, 2017, together with the power of attorney or other authority (if any), under which it is signed or a copy of power of attorney certified by a notary public or magistrate unless such power of attorney or the other authority is previously deposited and registered with the Company.
- C. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 - D. Members / proxies are requested to bring duly filled attendance slips sent herewith to attend the Meeting.
 - E. Every Member entitled to attend at the Annual General Meeting of the Company can inspect the Proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than three days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
 - F. As the number of Members as on the date of the Meeting exceeds one thousand, the quorum for the meeting as provided in Section 103 of the Companies Act, 2013 shall be fifteen members personally present.
 - G. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
 - H. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13th September, 2017 to Wednesday, 20th September, 2017 (both days inclusive).
 - I. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her query to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.

- J. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13, duly filled in to the Company.
- K. Members are requested to register their e-mail IDs with the Company so that pursuant to Section 101 of the Companies Act, 2013, any communication, including the annual report, may be electronically sent to them.
- L. Members are requested to intimate the Company changes, if any, in their registered addresses, e-mail IDs at an early date quoting their Folio numbers in all correspondences.
- M. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
- N. Printed copies of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members in the permitted mode. Members may also note that the Notice of the 70th Annual General Meeting and the Annual Report for the year 2016-2017 will also be available on the Company's web site www.caico.in for their download.
- O. Relevant document referred to in the accompanying Notice and Explanatory Statement would be available for inspection by members at the Registered Office of the Company during the business hours on any working day up to the date of the Meeting.
- P. **Voting through electronic means:**
 - i) In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules), (as amended from time to time), the Company is providing e-voting facility to Members who are members as on Wednesday, 13th September, 2017 (End of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 70th Annual General Meeting by electronic means through the e-voting platform as provided by Central Depository Services (India) Limited (CDSL). Members may transact the business through voting by electronic means.

- ii) The e-voting period commences on Sunday, the 17th September, 2017 (9.00 a.m.) and ends on Tuesday, the 19th September, 2017 (5.00 p.m.). During the e-voting period, members of the Company holding shares either in physical form or in dematerialized form may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is casted by a member, the member shall not be allowed to change it subsequently or cast vote again.
- iii) The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting, who have not already casted their vote by remote e-voting, shall be able to exercise their voting right at the meeting.
- iv) The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- v) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under Help section or write an e-mail to helpdesk.evoting@cdslindia.com
- vi) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password / PIN for casting your vote.
- vii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

The instructions for e-voting are as under:

- a) The shareholders should log on to the e-voting website www.evotingindia.com
- b) Click on Shareholders
- c) Now Enter your User ID
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
9. Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j) Click on the EVSN relevant to The Canning Industries Cochin Limited.

- k)** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l)** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- m)** After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n)** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o)** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

r) General Instructions:

- i) Members holding shares as on the cut-off Date i.e. 13th September, 2017 shall be entitled to vote through remote e-voting / ballot paper at the venue of the Annual General Meeting. Members may participate in the Annual General Meeting even after exercising right to vote through remote e-voting, but shall not be allowed to vote again at the meeting.
- ii) In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- iii) The Board of Directors has appointed Mr. Srikant Mohan, Practicing Company Secretary (Membership No.FCS 6177) and Partner, M/s. MOHANS & Associates as Scrutinizer to scrutinize e-voting process (including voting through ballot paper received from members at the venue of the Annual General Meeting) in a fair and transparent manner and to ascertain requisite majority).
- iv) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman who shall counter sign the same.

- v) The Scrutinizer shall submit his Report to the Chairman, who shall declare the result of the voting. The results shall be declared on or before Friday, the 22nd September, 2017. The results declared along with the Scrutinizer's Report shall be placed on the Company's web site www.caico.in and on the web site of CDSL www.evoting@cdslindia.com . The resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Wednesday, 20th September, 2017

For and on behalf of the Board
For **The Canning Industries Cochin Limited**

Sd/-

(Mr. Chiriankandath Palu Jose)
Chairman
[DIN: 00764405]

Date: 12th August, 2017

Registered Office:
No.C-234-32, CAICO Road
Valarkavu, Trissur-680 006

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013.

Item No. 6

Smt. Shibini (DIN:02044633) was appointed as an Additional Director of the company by the Board of Directors at their duly convened Board Meeting held on 17th February, 2017. As per section 152 of the Companies Act, 2013 every Director shall be appointed by the company in the General Meeting and hence the resolution.

None of the Directors other than Smt. Shibini and Key Managerial Personnel of the company and their respective relatives is, in any way, financially or otherwise, be deemed to be concerned or interested in this item of business.

Your directors recommend passing of the Resolution at item No 6 of the notice as an **Ordinary Resolution.**

For and on behalf of the Board
For The Canning Industries Cochin Limited

Sd/-
(Mr. Chirankandath Palu Jose)
Chairman
[DIN: 00764405]

Date: 12th August, 2017

Registered Office:
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