

## COCHIN SMART MISSION LIMITED

**Registered Office:** 4<sup>th</sup> Floor, JLN Stadium Metro Station, Kaloor, Ernakulam, Kochi, Kerala – 682017

**CIN:** U75140KL2016SGC040388 **Website:** www.csml.co.in **E-mail:** info@csml.co.in

**Phone:** 0484 2795700

### NOTICE

Shorter notice is hereby given that the Eighth Annual General Meeting of Cochin Smart Mission Limited will be held on **Monday, 22<sup>nd</sup> September 2025 at 3:00 p.m. IST through Video Conferencing / Other Audio-Visual Means**, at the deemed venue Cochin Smart Mission Limited, 4<sup>th</sup> Floor, JLN Stadium Metro Station, Kaloor, Ernakulam, Kochi, Kerala – 682017, to transact the following business:

#### **ORDINARY BUSINESS:**

1. **To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2024 and the report of the Directors and Auditors thereon**

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

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To appoint Statutory Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, and in accordance with Letter No. No. /CA. V/COY/KERALA, CSML(1)/1462 dated 21/09/2024 from the Office of the Comptroller and Auditor General of India, New Delhi, M/s S I N D & Associates (SR3046), 30/1860, Ponnurunny – Chalikavattom Road, Vyttila, Kochi – 682019, Ernakulam, Kerala be and is hereby appointed as Statutory Auditors of the Company for the financial year 2024-25, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Ninth Annual General Meeting, at a remuneration of Rs.40000/- (Rupees Forty thousand only) plus out of pocket expenses and applicable taxes.”

#### **SPECIAL BUSINESS:**

3. **To approve re-appointment of Dr. M. Ramachandran as Independent Director**


To consider and, if thought fit, to pass the following resolution as a Special Resolution:


**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and other applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, the re-appointment of Dr. M. Ramachandran (DIN:01573258), who was originally appointed as an Independent Director of the Company by the Government of Kerala vide G.O. No. 2551/2019/LSGD dated November 12, 2019, and who, being eligible for re-appointment for a second term and was re-appointed by the Government of Kerala vide G.O. No. 1995/2024/LSGD dated October 21, 2024, for a consecutive period of five years or until the closure of the Smart Cities Mission Project, whichever is earlier, and whose office shall not be liable to retirement by rotation, be and is hereby approved.

**COCHIN SMART MISSION LIMITED**

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 4. To approve re-appointment of Shri. P. Joy Oommen as Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and other applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, the re-appointment of Shri. P. Joy Oommen (DIN : 01525898), who was originally appointed as an Independent Director of the Company by the Government of Kerala vide G.O. No. 2551/2019/LSGD dated November 12, 2019, and who, being eligible for re-appointment for a second term and was re-appointed by the Government of Kerala vide G.O. No. 1995/2024/LSGD dated October 21, 2024, for a consecutive period of five years or until the closure of the Smart Cities Mission Project, whichever is earlier, and whose office shall not be liable to retirement by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board**

#### Regd. Office

4<sup>th</sup> Floor, JLN Stadium Metro Station, Kaloor  
Ernakulam – 682 017

Date : 15<sup>th</sup> September 2025

Anu J Digitally signed by Anu J  
Date: 2025.09.15 10:40:37  
+05'30'

**Anu J**

Company Secretary  
Mem No. A56122


#### NOTES:


1. Pursuant to directions issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA’) vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No.3/2022 dated May 05, 2022, General Circular No.09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024(collectively referred to as ‘MCA Circulars’), physical presence of the Members at the EGM/AGM venue is not required and the general meeting may be held through video conferencing or other audio visual means (‘VC/OAVM’). Accordingly, the Eighth AGM of CSML is being held through VC/OAVM in compliance with the MCA Circulars. The registered office of the Company shall be the deemed venue of the meeting.
2. Since the AGM is scheduled to be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.
3. In accordance with MCA circulars, the Annual Report (including the Board’s report, Auditor’s report or other documents required to be attached therewith) shall be sent only by email to the members and to all other persons so entitled.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The members can participate in the Eighth Annual General Meeting by clicking the e-link forwarded via separate email.

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6. Generally, a member entitled to attend and vote at the meeting 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 the AGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM. However, in pursuance of Sections 112 & 113, the representatives of the Governor of State and body corporates may be appointed for the purpose of participation and voting in the meeting held through VC/OAVM.
7. The members may conduct business set forth in this notice through voting by show of hands, in accordance with MCA Circulars.
8. The designated email address is [cs@csml.co.in](mailto:cs@csml.co.in)
9. Notice calling the AGM has been uploaded on the website of the Company at <https://csml.co.in/>
10. The registers mandated under Companies Act, 2013 and other documents referred in this notice and explanatory statement shall be available for electronic inspection. Members seeking to inspect such documents may write to [cs@csml.co.in](mailto:cs@csml.co.in)
11. If you have any queries or issues regarding attending AGM, please write to [cs@csml.co.in](mailto:cs@csml.co.in) or contact Smt. Anu J, Company Secretary Ph:8089130904

### **EXPLANATORY STATEMENT** (Pursuant to section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 in the Notice.

#### **Item No. 3:**

#### **To approve re-appointment of Dr. M. Ramachandran as Independent Director**

Dr. M. Ramachandran(DIN:01573258) was appointed as an Independent Director on the Board of Cochin Smart Mission Limited by Government of Kerala vide G.O. No. 2551/2019/LSGD dated November 12, 2019. Dr. M. Ramachandran is also the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Company.

The Government of Kerala, vide G.O.(Rt) No.1995/2024/LSGD dated 21-10-2024 has re-appointed Dr. M. Ramachandran as Independent Director for a consecutive period of five years or until the closure of the Smart Cities Mission Project, whichever is earlier. The date of initial appointment of Dr. M. Ramachandran as Independent Director as per records of Ministry of Corporate Affairs is 16<sup>th</sup> December 2019 and accordingly, the consecutive term of Dr. M. Ramachandran as Independent Director shall commence from 16<sup>th</sup> December 2024. He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Dr. M. Ramachandran is a former Indian Administrative Service officer, the former Secretary, Ministry of Urban Development, Government of India, and the former Chief Secretary of Uttarakhand. Dr. M. Ramachandran holds extensive expertise and comprehensive understanding of urban development and governance. In view of these, the re-appointment of Dr. M. Ramachandran as an Independent Director is in the interest of the Company.

The Company has received from Dr. M. Ramachandran a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

In accordance with the provisions of Articles of Association of the Company and other applicable provisions of Companies Act, 2013, re-appointment of Independent Directors for a second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of members is sought for re-appointment of Dr. M. Ramachandran as an Independent Director for second term commencing from 16<sup>th</sup> December 2024.

Dr. M. Ramachandran and his relatives are interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

**Item No. 4:**

**To approve re-appointment of Shri. P. Joy Oommen as Independent Director**

Shri. P. Joy Oommen (DIN : 01525898) was appointed as an Independent Director on the Board of Cochin Smart Mission Limited by Government of Kerala vide G.O. No. 2551/2019/LSGD dated November 12, 2019. Shri. P. Joy Oommen is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee of the Company.

The Government of Kerala, vide G.O.(Rt) No.1995/2024/LSGD dated 21-10-2024 has re-appointed Shri. P. Joy Oommen as Independent Director for a consecutive period of five years or until the closure of the Smart Cities Mission Project, whichever is earlier. The date of initial appointment of Shri. P. Joy Oommen as Independent Director as per records of Ministry of Corporate Affairs is 16<sup>th</sup> December 2019 and accordingly, the consecutive term of Shri. P. Joy Oommen as Independent Director shall commence from 16<sup>th</sup> December 2024. He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Shri. P. Joy Oommen is a former Indian Administrative Service officer, the former Chief Secretary of Chattisgarh and the former Chairman of Naya Raipur Development Authority. Shri. P. Joy Oommen holds extensive expertise and comprehensive understanding of urban development and governance. In view of these, the re-appointment of Shri. P. Joy Oommen as an Independent Director is in the interest of the Company.

The Company has received from Shri. P. Joy Oommen, a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

In accordance with the provisions of Articles of Association of the Company and other applicable provisions of Companies Act, 2013, re-appointment of Independent Directors for a second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of members is sought for re-appointment of Shri. P. Joy Oommen as an Independent Director for second term commencing from 16<sup>th</sup> December 2024.

Shri. P. Joy Oommen and his relatives are interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.