

Notes:

1. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13th January 2021 read with circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 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 Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself 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 are requested to notify immediately any change in their address to the Registered Office of the Company.
4. Members who have not registered their email id with the Company are requested to furnish their email addresses to mail@onattukaracpc.com on or before 05.08.2021 along with the following details – Mobile Number, Scanned copy of self-attested copy of (1) Share Certificate (front and back), (2) PAN card, (3) any of the document (e.g. Driving License or Election Identity Card or Aadhar or Passport) in support of the address of the shareholder for receiving Login Id and Password for e-voting and Annual Report, Notices, Circulars etc. and all other future communications from the Company electronically.
5. Relevancy of question and the order of speakers will be decided by the Chairman. Members are requested to forward in writing to the Company any question on the Accounts, so as to reach the Registered Office one week before the date of the Annual General Meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Explanatory Statement under Section 102(1) of the Companies Act, 2013 is annexed hereto.
9. Instructions for members
 - A. Instructions for members for attending the AGM through VC / OAVM are as under:
 - a. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., if any who are allowed to attend the AGM without restriction on account of first come first served basis.

- b. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.onattukaracpc.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

B. The instructions for shareholders for remote e-voting are as under:

- a. The voting period begins on August 8, 9.00 AM and ends on August 10, 5.00 PM. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (August 5, 2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on "Shareholders" module
- e. Now enter your User ID received on your registered email ID from CDSL
Shareholders who have not registered their email ID shall contact company for evoting
 - a. Next enter the Image Verification as displayed
 - b. Next Enter Password in Password Column
 - c. Next Click on Login.
 - d. After entering these details appropriately, click on "SUBMIT" tab.
- e. Click on the EVSN for the relevant ONATTUKARA COCONUT PRODUCER COMPANY LIMITED on which you choose to vote.
- f. 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.
- g. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- h. 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.
- i. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- k. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

Please provide necessary details like Mobile Number, Scanned copy of self-attested copy of (1) Share Certificate (front and back), (2) PAN card, (3) any of the document (e.g. Driving License or Election Identity Card or Aadhar or Passport) in support of the address of the shareholder by email to Company email id: mail@onattukaracpc.com on or before August 5, 2021.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: **Shareholders are requested to download ZOOM Meeting Application in advance to attend the AGM through Video Conferencing**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Shareholders/Viewers can join the meeting 30 minutes before meeting time by following the following step by step process.
 - (iii) Click on "Shareholders" module.
 - (iv) Now enter your User ID received on your registered email ID from CDSL
Shareholders who have not registered their email ID shall contact company for evoting
 - (v) Next enter the Image Verification as displayed
 - (vi) Next Enter Password in Password Column
 - (vii) Next Click on Login.
 - (viii) After entering these details appropriately, click on "SUBMIT" tab.
1. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 2. After entering these details appropriately, click on "SUBMIT" tab.
 3. Shareholders will then directly reach the Company selection screen.
 4. Click on the Live Streaming Link available in column before EVSN to join meeting.
 5. Enter your Name and Email ID and click on Join Now/Submit to attend AGM
 6. Click on the EVSN for the relevant Company ONATTUKARA COCONUT PRODUCER COMPANY LIMITED on which you choose to vote. Kindly click on Live streaming link before voting.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, certificate number, email id, mobile number at mail@onattukaracpc.com.
 8. The shareholders wish to speak on AGM day, register name and who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, certificate number, email id, mobile number at mail@onattukaracpc.com. These queries will be replied to by the company suitably by email.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

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

Item No. 3 to 7: Appointment of Directors

In the present situation, the Board feels it's desirable to appoint more directors in the Company. In the opinion of the Board, Mr. Thomas Thoppil Vadakkathil Thomas, Mr. Thomas Meenathethil Mathunny, Mr. Mohanan Kuttan Vaidyan, Mr. Sukumaran Kochummini and Mr. Ravi Narayanan who are proposed to be appointed as a Directors of the Company, fulfils the conditions specified under Section 378P and does not disqualify for appointment as director under section 164. The board received the notice of candidature signifying their candidature as directors from Mr. Koppara Samuel Alexander. After 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 these resolutions.

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.

Item No. 8: Re-appointment of Mr. Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup (DIN - 07595637) as Director of the Company

Mr. Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup (DIN - 07595637) was appointed as director of the Company on 22.08.2016 for a period of 5 years. His term will expire on 21st August, 2021. Being eligible for re-appointment, the board decided to re-appoint him as Director of the Company with effect from 22.08.2021 for a period of 3 years. The board received the notice of candidature signifying his candidature as director from Mr. Koppara Samuel Alexander. As per Section 378P of the Companies Act, 2013, shareholder approval needs to be obtained in the Annual General Meeting of the Company for his re-appointment. Hence the resolution.

As per section 102(1) of the Companies Act, 2013, none of the directors of the Company are interested in the resolution except Mr. Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup.

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. 3 to 8 are furnished below:

Particulars	Information	Information
Name	Thomas Thoppil Vadakkathil Thomas	Thomas Meenathethil Mathunny

Age	65	69
Qualification	BA	B.Sc. LLB
Experience	President of MILMA society for the last 25 years Rendered 5 years valuable service in the capacity of Director, Onattukara Coconut Producer Company. He is a Progressive farmer too.	Vice-President of Bharanickavu Panchayath Coconut Producer's Federation, Former member of Kerala Public Service Commission, Former Senate member of Kerala University . President of Association of Onattukara Farmer's Clubs. He is a well-known farmer in the locality, Served the Company in the capacity of Director for 5 years.
Terms and conditions of appointment	As per the Resolution at Item No. 3	As per the Resolution at Item No. 4
Remuneration sought to be paid	-	-
Remuneration Last drawn	-	-
Date of first appointment on Board	23/06/2016	03/02/2015
Shareholding in the company	12499 equity shares of Rs. 10/- each	12515 equity shares of Rs. 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-	-
Number of Meetings of the Board attended during the year	-	-
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Nil

Particulars	Information	Information
Name	Mohanan Kuttan Vaidyan	Sukumaran Kochummini
Age	73	73
Qualification	B.Sc. LLB	BA
Experience	A prominent coconut farmer, President of Muthukulam Panchayath Coconut Producer's Federation, Advocate in Mavelikara Bar for the last 40 years, Entered into public life through Student and Youth Federation. Founder President of Mavelikara Taluk Co-operative Society.	Former member of Kandalloor Grama Panchayath and Muthukulam Block Panchayath. Former President of Agricultural Co-operative Development Bank, Karthikappally. President of Velanchira Coconut Producer's Federation. Director Board Member of - SN Trust, KPCC member, Coirfed Executive

	Rendered yeomen service as Director of the Onattukara Company for 5 years.	Director, Cochin Oil Merchants Association Director. Served the Onattukara Coconut Producer Company in the capacity of Director for 5 years.
Terms and conditions of appointment	As per the Resolution at Item No. 5	As per the Resolution at Item No. 6
Remuneration sought to be paid	-	-
Remuneration Last drawn	-	-
Date of first appointment on Board	30/03/2015	03/02/2015
Shareholding in the company	2500 equity shares of Rs. 10/- each	12515 equity shares of Rs. 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-	-
Number of Meetings of the Board attended during the year	-	-
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Nil

Particulars	Information	Information
Name	Ravi Narayanan	Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup
Age	67	66
Qualification	B.Sc	B. Sc. Diploma in Engg.
Experience	President of Krishnapuram Grama Panchayath, Member of Executive Committee of Krishnapuram Panchayath, KPCC Secretary, President of Coconut Producer's Federation. President of "Thachadi Prabhakaran Smaraka Samithi", Kerala. Served the Company for 5 years in the capacity of Director.	Serving in Bin Fayadha Electronic Company, UAE for 28 years. A progressive farmer and a social activist, Director of the Onattukara Company for the last 5 years.
Terms and conditions of appointment	As per the Resolution at Item No. 7	As per the Resolution at Item No. 8
Remuneration sought to be paid	-	-
Remuneration Last drawn	-	-

Date of first appointment on Board	03/02/2015	22/08/2016
Shareholding in the company	12515 equity shares of Rs. 10/- each	1025 equity shares of Rs. 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-	-
Number of Meetings of the Board attended during the year	-	8/13 (FY 2020-21)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Nil

For and on behalf of Board of
ONATTUKARA COCONUT PRODUCER COMPANY LIMITED

Koppara Samuel Alexander
Chairman cum Additional Director
(DIN: 06980751,

Address: Koppara Peedikayil, Kattachira, Pallickal P.O
Bharanikavu, Alappuzha, Kerala, India, 690503)

Place: Kattanam
Date: 27.07.2021