

TVS SRICHAKRA LIMITED

(CIN : L25111TN1982PLC009414)

Regd. Office : TVS Building, 7-B West Veli Street, Madurai 625 001

Website :www.tvstyres.com

Phone : 452 2443300 Fax : 452 2443466

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002, on Wednesday, the 23rd September, 2015 at 10.30 A.M. to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend on equity shares
3. To appoint a Director in place of Mr. V Ramakrishnan (holding DIN 00002931) liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint M/s Sundaram & Srinivasan, (Firm Registration No. 004207S) Chartered Accountants, Madurai, the retiring Auditors, to hold office as Statutory Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Sundaram & Srinivasan, Chartered Accountants, Madurai, having Firm Registration No. 004207S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year, 2015, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

SPECIAL BUSINESS

5. 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, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and pursuant to Clause 49 of the Listing Agreement, Mr. A Arumugam (holding DIN 00899041), who has been appointed as Non Executive Independent Director of the Company for a term of five consecutive years, upto 2.12.2019, by the Board of Directors, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, for a term upto 2.12.2019, not liable to retire by rotation.

NOTICE (Contd.)

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the Company hereby accord its approval and consent for the appointment of Ms Shobhana Ramachandhran (holding DIN 00273837) as Managing Director of the Company, for a term of five (5) years with effect from 25.8.2015 and for the payment of remuneration, as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, calculated as per the applicable provisions of the Act.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Ms Shobhana Ramachandhran, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites to the maximum as set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

PERQUISITES AND ALLOWANCES

The value and details of which are set out in the explanatory statement to the notice convening this Annual General Meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms Shobhana Ramachandhran, Managing Director, including the components / monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors other than the Managing Director or Whole-Time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1st April, 2013

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to determine the manner and proportion in which the amount be distributed among Non-Executive Directors, including giving weightage to Audit Committee Members.

RESOLVED FURTHER THAT the total commission payable to Non-Executive Directors including Independent Directors shall not exceed Rs.10 lakhs per annum and Rs.15 lakhs per annum for Non Audit Committee Members and Audit Committee Members, respectively.

NOTICE (Contd.)

8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

RESOLVED THAT the remuneration of Rupees Seventy five thousand (Rs.75,000/-), in addition to reimbursement of travel and out-of-pocket expenses, payable to Dr. I Ashok, Practising Cost Accountant, holding Membership No. 11929 allotted by The Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the financial year 2015-16 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby ratified

By Order of the Board

SHOBHANA RAMACHANDHRAN
Managing Director

Place : Madurai
Date : 23.5.2015

NOTES

1. **A Member entitled to attend and vote is entitled to appoint a proxy and such proxy need not be a member.**

The proxy form duly stamped and executed, should be deposited at the Registered Office of the company at least forty-eight hours before the time fixed for the commencement of the meeting. 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 total share capital of the Company.

Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from 12th September, 2015 to 23rd September, 2015 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend
4. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year ended 31st March, 2008 is due for transfer to the said Fund in November, 2015.
5. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2007-08 upto 2013-14, are requested to write to the Share Transfer Agent of the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
6. Members holding shares in physical form are requested to promptly notify in writing any change in their address / bank account details to the Share Transfer Agent of the Company at M/s Integrated Enterprises (India) Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017. Members holding in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Share Transfer Agent of the Company any change in address or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

NOTICE (Contd.)

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment – re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
10. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Share Transfer Agent / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
11. Electronic copy of the Notice of the 32nd 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 the members whose email IDs are registered with the Share Transfer Agent of the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 32nd 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 in the permitted mode.
12. Members may note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.tvstyres.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Madurai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : Secinvestorgrievances@tvstyres.com

13. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, read with Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as under

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Share Transfer Agent / Depository Participant(s)]
 - (i) Open email and open PDF file viz., "TVS Srichakra e-Voting.pdf" with your Client ID or Folio No. password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

NOTICE (Contd.)

- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password / PIN noted in step(i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click one-voting. Active Voting Cycles.
- (vii) Select “EVEN” of TVS Srichakra Limited
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter etc together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail to baloogetha@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy)
 - (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM
102599 (E voting Event Number) USER ID PASSWORD / PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free No. 1800 222 990
- V. 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.
- VI. 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).
- VII. The e-voting period commences on 20.9.2015 (9.00 AM) and ends on 22.9.2015 (5.00PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialisation form, as on the cut-off date (record date) 16.9.2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VIII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16.9.2015.

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Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off-date, that is 16.9.2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or corpserv@integratedindia.in

However, if you are already registered with NSDL, for e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800 222 990

IX. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off-date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.

X. The Board of Directors has appointed Sri N Balachandran, Practicing Company Secretary, Chennai, as the scrutinizer, for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the e-voting will be announced by the Company on its website, www.tvstyres.com; and on the website of NSDL, on or before 26th September, 2015 before 5.30 PM. The results shall also be forwarded to the Stock Exchanges, in which the Company's shares are listed.

XI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except Saturdays, Sundays upto and including the date of the Annual General Meeting of the Company

NOTICE (Contd.)

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Item No. 3

Mr V Ramakrishnan

Mr V Ramakrishnan, appointed as Non-Executive Non-Independent Director of the Company, on 24.5.2014

Mr V Ramakrishnan aged 58 years, is a Master of Technology (M.Tech) in Mechanical Engineering, Post Graduate Diploma in Business Management (PGDBM) in Finance, Diploma in Public Speaking and extended training in Sweden and Germany.

Special capabilities

Lead strategic thought processes; articulate and guide thought process into action

Direct and lead the delivery of product and / or service by synthesizing business processes to meet the changing needs of the market

Seamlessly integrate market needs, organizational capability and the supply chain to utilize resources.

Build and sustain relationships with customers, suppliers, employees and other stakeholders

Mr V Ramakrishnan held senior management and middle positions in business unit and profit center management, strategic planning / diversification, business development, project implementation, marketing, manufacturing and engineering.

As a CEO with regional and world wide responsibilities established a six sigma manufacturing operation.

Mr V Ramakrishnan is the Managing Director of Organisation Development Pte Ltd., Singapore.

He teaches public policy for over a decade at the prestigious Lee Kuan School of Public Policy, Singapore, covering areas like governance, strategy risk management, cost management, project management and value for money performance and audits.

He has contributed four books, published internationally, on governance, board performance management, family business coaching and dashboard driven enterprise performance management.

He has been a board member of an Indian listed Company [Pricol(India)] between 2004 and 2013.

He does not hold any share in the Company and is not related to any director of the Company.

Except Mr V Ramakrishnan, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out in Item No.4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange(s).

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 5

Mr A Arumugam, was appointed as Non Executive Independent Director of the Company on 3.12.2014.

Mr A Arumugam aged 43 years, is a Bangalore-based independent investor and venture advisor.

He studied Engineering and Science at BITS, Pilani [M.Sc., BE (Chemistry), EEE] and earned his MBA from IIM, Ahmedabad. He is a Chevening Gurukul Scholar from LSE and a Fellow of the Australia India Institute at the University of Melbourne.

Till 2012, he was MD at JRE Partners, an Asian PE partnership between Rothschild, Jardine Matheson and Exor, that he set up and led out of Singapore and India. Prior to JRE, he was with Standard Chartered PE (and its JV with Temasek) and AIG's PE business in Asia. He began his career in 1995 with an ICICI-JP Morgan JV, as an investment banker in Mumbai.

He currently serves on the Board of the Centre for Innovation, Incubation and Entrepreneurship (CIIE) at IIM, Ahmedabad

He is an independent member on the Investment Committees of Infuse Ventures, India's first early-stage cleantech fund, and Ascent Capital, an India-focussed late-stage PE fund. His interests include value investing in listed equities, start-up mentoring and early-stage investing.

He does not hold any share in the Company and is not related to any director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr A Arumugam, is proposed to be appointed as an Independent Director of the Company, for five (5) consecutive years with effect from 3.12.2014. A notice has been received from a member proposing Mr A Arumugam as a candidature for the office of the Independent Director of the Company along with a deposit of Rs.1 Lakh.

In the opinion of the Board, Mr A Arumugam fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr A Arumugam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr A Arumugam as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr A Arumugam as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr A Arumugam, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out in Item No.5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange(s).

Item No. 6

Ms Shobhana Ramachandhran, aged 55 years is a Post Graduate in English Literature.

Ms Shobhana Ramachandhran has been with our Company from 1986 onwards and under her guidance and leadership, your Company has achieved phenomenal growth in the past 29 years. She has a rich experience in the tyre and rubber industry and holds Directorship in various companies, such as M/s Sundaram Industries Pvt Limited; M/s TVS Novotema Elastomeric Engineered Products Pvt. Limited; M/s Firestone TVS Pvt. Limited; M/s India Motor Parts & Accessories Limited; M/s TVS Srichakra Investments Limited; M/s TVS Europe Distribution

NOTICE (Contd.)

Limited, UK; M/s Pusam Rubber Products Limited; M/s Uthiram Rubber Products Limited; M/s Sundaram Finance Limited and M/s TVS Logistics Services Limited.

She also serves as member & office bearer of many charitable trusts & institutions focusing on education, welfare, health, etc.

She holds 2,74,051 equity shares in the Company and is related to Mr. R Naresh, Executive Vice Chairman of the Company.

She is also a Member of the Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

The terms of appointment have been recommended by the Nomination and Remuneration Committee in the meeting held on 22.5.2015.

Your Board of Directors at their meeting held on 23.5.2015, re-appointed Ms Shobhana Ramachandhran as the Managing Director of the Company, for a period of five years, effective 25.8.2015, and for the payment of remuneration as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, to be approved by the shareholders at the ensuing Annual General Meeting of the Company.

In addition to the above terms and conditions, she shall be entitled to the following

- A) Perquisites and allowances: In addition to the salary, she shall be entitled to the following perquisites and allowances.

Medical reimbursement: Medical Expenses incurred for the Managing Director and her family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Provision of chauffeur driven car for use on Company's business

Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities to be used for the business of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated actual cost.

- B) Other Benefits

a) Contribution to Provident Fund, Superannuation Fund and annuity fund in accordance with the rules specified by the Company. Gratuity payable shall not exceed half a month's salary for each completed year of service.

ii) Encashment of leave at the end of the tenure.

iii) Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.10,000/-.

The above benefits will not be included in the computation of the ceiling on perquisites.

The Board of Directors be and is hereby authorized to alter or vary the scope of remuneration including the monetary value thereof, to the extent recommended by the Board of Directors, from time to time as may be considered appropriate and payable to the Managing Director within the overall limits specified by this resolution subject to the condition that in the event of there being no or inadequate profits, the remuneration shall be subject to the ceiling set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Special Resolution set out at item no. 6 of the accompanying Notice for the approval of the

NOTICE (Contd.)

Members. The appointment of Ms Shobhana Ramachandhran is appropriate and in the best interest of the Company.

Except Ms Shobhana Ramachandhran, being an appointee, and Mr R Naresh, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out in Item No.6.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7

At the Annual General Meeting held on 18th September, 2008, payment of Commission to non Whole-Time Directors has been approved for a period of five years with effect from 1st April, 2008 and upto 31st March, 2013.

Subsequently, at the Annual General Meeting held on 25th September, 2013, the Shareholders approved the payment of Commission to Non-Whole Time Directors for a period of five years from 1st April 2013 to 31st March 2018. It has subsequently been noted that in the notice convening the Annual General Meeting, the resolution was proposed as ordinary resolution and not as a special resolution as required under the Companies Act, 1956. At the meeting, the requisite majority of shareholders approved the said payment of commission. However, the Company has deemed it fit to propose the same resolution once again under the Companies Act, 2013 and obtain shareholders' approval by way of a Special Resolution with respect to payment of commission to Non Whole Time Directors on and from the 1st day of April 2013, for a period of five years, resolution passed unanimously by the Shareholders.

Your Company therefore proposes this Special Resolution for the approval / ratification of the Members.

All the Directors are interested in the resolution, except Mr R Naresh, Executive Vice Chairman, Miss Shobhana Ramachandhran, Managing Director or their relatives and other Key Managerial Personnel either financially or otherwise, in the resolution set out in Item No.7.

Item No. 8

The Board, on the recommendation of the Audit Committee at its meeting held on 22nd May, 2015, appointed Dr. I Ashok, Practising Cost Accountant, holding Membership No. 11929, allotted by The Institute of Cost Accountants of India, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of Rupees Seventy five thousand as remuneration payable to him, for the financial year 2015-16, subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payable to the Cost Auditor, as recommended by the Audit committee and approved by the Board, is required to be ratified by the Shareholders of the Company, at the ensuing Annual General Meeting of the Company.

None of the Directors or Key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item No.8.

Accordingly, the Board recommends the ordinary resolution, as set out in item No.8, for ratification of the remuneration payable to the Cost Auditor by the Shareholders of the Company.

By Order of the Board

SHOBHANA RAMACHANDHRAN
Managing Director

Place : Madurai
Date :23.5.2015

