



T.STANES AND COMPANY LIMITED

CIN: L02421TZ1910PLC000221

email id: shares@t-stanes.com

Website: www.tstanes.com

Registered Office :8/23-24, Race Course Road ,Coimbatore 641018

NOTICE is hereby given that the **105th Annual General Meeting** of the Company will be held on **Friday, the 7th August 2015** at “Sri. S. Anantharamakrishnan Hall” at 8/23-24, Race Course Road, Coimbatore 641018 commencing at **3.00 P.M.** to transact the following business:-

ORDINARY BUSINESS:

- 1. To receive , consider and adopt the audited Financial Statements for the year ended 31st March , 2015 and if thought fit to pass with or without modification(s), the following resolution as an Ordinary resolution:**

“ **RESOLVED THAT** the Audited Financial Statements including Consolidated Audited Financial Statements of the Company including Statement of Profit and Loss Account as at 31st March 2015 and the Balance Sheet as on that date and the reports of the Auditors’ Report thereon and Directors’ Report for the year ended 31st March, 2015 be and are hereby received and adopted.”

- 2. To consider declaration of Dividend on Equity Shares and to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary resolution:**

“ **RESOLVED THAT**

- i. The Interim Dividend paid of ₹ 2.50 per share (25%) on the Equity Shares be and is hereby approved.
- ii. A Final Dividend of ₹ 3.00 per share (30%) on the Equity Shares be declared and paid for the year ended 31st March 2015.”

- 3. To appoint a Director in place of Mr A.Krishnamoorthy retiring by rotation and to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary resolution:**

“ **RESOLVED THAT** Mr.A.Krishnamoorthy, (holding DIN No.00001778), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director.”

4. To appoint a Director in place of Mrs.Lakshmi Narayanan retiring by rotation and to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary resolution:

“ **RESOLVED THAT** Mrs.Lakshmi Narayanan, (holding DIN No.02539061), who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director.”

5. To appoint auditors and to fix their remuneration and 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 139 of the Companies Act,2013 and the Rules framed there under, as amended from time to time, M/s. Fraser & Ross, Chartered Accountants (Firm Registration No. 000829S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Audit Committee / Board of Directors be and are hereby authorized to fix remuneration plus service tax, Out-of-Pocket expenses payable to them.”

SPECIAL BUSINESS:

6. To approve the remuneration of the Cost Auditors for the Financial Year 2015-16 and 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 Section 148 of the Companies Act, 2013, the remuneration fixed at ₹ 75,000/- (Rupees Seventy Five Thousand Only) , out-of-pocket expenses and travel expenses etc., to M/s. S.Mahadevan & Co., Cost Accountants (Firm Registration Number 000007) who have been appointed as Cost Auditors by the Board of Directors for the financial year 2015-16 as recommended by Audit Committee be and is hereby ratified ”

By order of the Board of Directors

G.Ramakrishnan
Company Secretary
Membership No.F2916

Chennai - 600002
Dated : 29th May, 2015

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The relative Statement of Material Facts pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special business under Item Nos. 6 of the Notice, is annexed hereto.
3. The Register of Members and Transfer Books of the Company will be closed from **Tuesday, the 4th August, 2015 to Friday, the 7th August, 2015.**
4. If the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made after 07th August, 2015 as under :
 - a). To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 3rd August, 2015.
 - b). To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company / Registrar on or before the close of business hours on 3rd August, 2015.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Integrated Enterprises India Limited (IEIL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Integrated Enterprises India Limited (IEIL), 2nd Floor, "Kences Towers", No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai- 600017.

6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or IEIL for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or IEIL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Financial Statement are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the erstwhile Companies Act, 1956, and also Pursuant to Section 124 of the Companies Act, 2013 all unclaimed/unpaid dividend, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. **The details of the same are displayed in the Website of the Company.**

Members who have not yet en-cashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2007-08 and onwards issued by the Company are requested to make their claims without any delay to IEIL. It may be noted that the unclaimed Final Dividend for the financial year 2007-08 declared by the Company on 11th September, 2008 can be claimed by the shareholders on or before 10th September, 2015.

E-voting:

11. In compliance with the provisions of section 108 of the Act to be read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):**

- i. Open the e-mail and also open PDF file namely “tstanes e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL:
<https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.

Please take utmost care to keep your password confidential.

- vii. Once the e-voting home page opens, click on e-voting> Active e-voting Cycles.
- viii. Select “EVEN” (E-Voting Event Number) of T.Stanes and Company Limited as appearing in the Attendance Slip.

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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. 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(ies) who are authorized to vote, to the Scrutinizer through e-mail to madhu@ksrandco.in with a copy marked to evoting@nsdl.co.in
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual- Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form:

EVEN (e-voting Event Number), user ID and password.

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- iii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

C. Other Instructions:

- i. **The e-voting period commences on Tuesday, the 4th August, 2015 at 09.30 A.M and ends on Thursday, the 6th August 2015 at 05.00 P.M.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 31st July 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. Any person who acquires shares of the Company and becomes member of the Company after despatch of the Notice of AGM and holding shares as on the cut-off date i.e., Friday, the 31st July, 2015 may obtain login ID and password by sending a request at evoting@nsdl.co.in. However if you are already registered with NSDL for remote e-voting, then you can use your existing 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.nsd.com.
- iii. Members who do not have access to e-voting facility have the option to cast their vote through Ballot by post. A self-addressed envelope with the address of the scrutinizer is kept along with the Annual Report to enable the Shareholders to forward the Ballot by post duly filled in all respect to the Scrutinizer. Mr.C.V.Madhusudhnan, Partner, M/s. KSR & Co Company Secretaries LLP, has been appointed as the Scrutinizer by the Board of Directors for the 105th Annual General Meeting. The duly completed Ballot by post shall reach the scrutinizer not later than **6th August, 2015 (05.00 P.M.)**.
- iv. Members have the option to request for physical copy of the Ballot by post by sending an e-mail to shares@t-stanes.com with a copy to g.ramakrishnan@t-stanes.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot by post should reach the Scrutinizer not later than **6th August, 2015 (05.00 P.M.)**.
- v. Ballot by post received after this date (**viz. 6th August, 2015**) will be treated as invalid by the Scrutinizer.

- vi. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company held as on **31st July 2015**. The voting rights of Members for voting through Ballot by post will also be in proportion to their shares of the paid up equity share capital of the Company as on **31st July 2015**.
- vii. Mr. C.V.Madhusudhnan, Partner, M/s KSR & Co Company Secretaries LLP has been appointed as the Scrutinizer for voting at Annual General Meeting, e-voting and Ballot by post processes. The Scrutinizer will also scrutinize the e-voting process (including the Ballot by post received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- viii. A Member can opt for only one mode of voting i.e. either through e-voting or Ballot by post. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot by post shall be treated as invalid.
- ix. The facility for voting, either through electronic voting system or Ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or Ballot by post shall be able to exercise their right at the meeting.
- x. The members who have cast their vote by remote e-voting or Ballot by post prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- xi. The Scrutinizers shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and also count the votes cast through Ballot by post and make a Scrutinizer's Report of the votes cast in favour or against, if any. The consolidated report will be submitted to the Chairman not later than three days of the conclusion of the meeting.
- xii. The Chairman will declare the results of voting forthwith upon receipt of report from the scrutinizer and shall be immediately placed on the Company's website www.tstanes.com and on the website of NSDL www.evoting.nsdl.com.

All documents referred to in this notice of 105th Annual General Meeting and the Statement of Material Facts shall be open for inspection at the Registered Office of the company during normal business hours (i.e. 9.30 AM to 5.30 PM) on all working days and including the date of the 105th Annual General Meeting of the Company.

By order of the Board of Directors

G.Ramakrishnan
Company Secretary
Membership No.F2916

Chennai - 600002
Dated : 29th May, 2015

STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members as set out at Item No.6 of the Notice is required for the remuneration payable to the Cost Auditors for the Year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the Shareholders.

By order of the Board of Directors

G.Ramakrishnan
Company Secretary
Membership No.F2916

Chennai - 600002
Dated : 29th May, 2015