

## SHIVA TEXYARN LIMITED

PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF SHIVA TEXYARN LIMITED HELD AT NANI KALAIARANGAM, MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE 641 037 ON MONDAY THE 25<sup>TH</sup> AUGUST, 2014 AT 10.15 A.M.

---

### MEMBERS PRESENT:

In Person: 246

By Proxies: 5

### In Attendance:

Sri S V Alagappan	- Chairman
Sri S V Arumugam	- Director
Sri S K Sundararaman	- Executive Director
Sri K N V Ramani	- Director, Audit Committee Chairman
Sri C S K Prabhu	- Director
Sri S Palaniswami	- Director
Dr K R Thillainathan	- Director
Sri S Marusamy	- Director
Sri V S Srinivasan	- Statutory Auditor

### CHAIRMAN

Sri S V Alagappan, Chairman occupied the Chair and the meeting was called to order.

### QUORUM

The requisite quorum being present, the meeting commenced with prayer.

### PROCEEDINGS

The Chairman Welcomed the Member to take part in the proceedings of the Meeting.

With the permission of the members, the Notice convening the meeting, the Directors' Report and the Audited Balance Sheet as at 31.3.2014 and the Audited Profit and Loss Account for the year ended 31.3.2014 and the Auditors Report to the shareholders were taken as read.

Sri S V Alagappan, Chairman addressed the members and requested Sri S V Arumugam, Director to brief about the working of the Company. He explained the problems faced by the textile industry in general and prospects of the future.



## SHIVA TEXYARN LIMITED

The Chairman then invited the members to offer their comments if any on the working of the Company. Thereafter some of the members spoke on the working of the Company and raised some queries.

Sri S V Arumugam, Director thanked the members for their keen interest in the Company's working and answered the queries one by one.

The Chairman informed the Members that the Company has provided Postal Ballot/e-voting facility to the Members to exercise their voting on the resolution to be considered at the Annual General Meeting. To enable Members, who have not exercised the Postal Ballot/e-voting facility, the Chairman ordered a Poll to be taken. He also informed that the Members who had not availed the Postal Ballot/e-voting facility only are requested to exercise their voting through poll.

Mr R Dhanasekaran, Practicing Company Secretary who was the Scrutinizer for the E-voting/Postal Ballot/Polling process, conducted the poll as per the order of Chairman.

### ORDINARY BUSINESSES:

#### 1. ADOPTION OF ACCDUNTS

RESOLVED that the Audited Balance Sheet as at 31.3.2014 and the Profit and Loss Account for the year ended 31<sup>st</sup> March 2014 together with the Report of the Directors' and Auditors' be and are hereby adopted.

#### 2. OECLARATION OF DIVIOENO

RESOLVEO that the dividend at ₹1.20 per Equity Share of ₹10/- each (i.e., 12% of the Equity Capital) in respect of capital paid up on 31<sup>st</sup> March 2014, be and is hereby declared and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 25<sup>th</sup> August, 2014 and in respect of dematerialized shares, the dividend will be paid on the basis of the beneficial ownership furnished by the National Securities Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 18<sup>th</sup> August, 2014.

#### 3. APPDINTMENT OF AUDITORS

RESOLVEO that pursuant of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board, the Company do hereby appoint the retiring Auditor of the Company as Statutory Auditor for a further period as under:

- I. M/s VKS Aiyer & Co., Coimbatore (Firm Registration No.000066S) shall hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting.





**SHIVA TEXYARN LIMITED**

- II. The appointment of auditor as above shall be subject to ratification by members at every Annual General Meeting in accordance with the first proviso to Section 139(1) of the Companies Act, 2013 or as may be amended or clarified by the Government from time to time.
- III. The Board of Directors be and are hereby authorised to fix their remuneration on the recommendation of Audit Committee each year.

**4. APPOINTMENT OF SRI K N V RAMANI, AS INDEPENDENT DIRECTOR**

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company, with the Stock Exchanges, Sri K N V Ramani (holding DIN 00007931), a Director of the Company, who retires by rotation at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from 25.8.2014 to 24.8.2019.

**5. APPOINTMENT OF DR K R THILLAINATHAN, AS INDEPENDENT DIRECTOR**

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company, with the Stock Exchanges, Dr K R Thillainathan (holding DIN 00009400), a Director of the Company, who retires by rotation at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from 25.8.2014 to 24.8.2019.

**6. APPOINTMENT OF SRI C S K PRABHU, AS INDEPENDENT DIRECTOR**

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company, with the Stock Exchanges, Sri C S K Prabhu (holding DIN 00002913), a Director of the Company, whose period of office is liable to determination by retirement of Directors by rotation and in accordance with the provisions of the Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from 25.8.2014 to 24.8.2019.



**SHIVA TEXYARN LIMITED****7. APPOINTMENT OF SRI S PALANISWAMI, AS INDEPENDENT DIRECTOR**

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company, with the Stock Exchanges, Sri S Palaniswami (holding DIN 00007901), a Director of the Company, whose period of office is liable to determination by retirement of Directors by rotation and in accordance with the provisions of the Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from 25.8.2014 to 24.8.2019.

**8. APPOINTMENT OF SRI S MARUSAMY, AS INDEPENDENT DIRECTOR**

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company, with the Stock Exchanges, Sri S Marusamy (holding DIN 00610091), a Director of the Company, whose period of office is liable to determination by retirement of Directors by rotation and in accordance with the provisions of the Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from 25.8.2014 to 24.8.2019.

**SPECIAL BUSINESSES****9. BORROWING POWERS UNDER SECTION 180 (1) (C)**

**RESOLVED** that in supersession of the earlier Resolution passed in this regard and pursuant to Section 293 (1) (d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 24<sup>th</sup> September, 2007 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby granted to the Board of Directors of the Company to borrow for the purposes of its business, apart from temporary loans obtained and or to be obtained from the Company's bankers in the ordinary course of business, a sum or sums of money not exceeding ₹500 Crores (Rupees Five Hundred Crores Only), excluding the interest accrued thereon, notwithstanding that such aggregate amount of borrowing outstanding at any one time may exceed paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose, from the Company's bankers or from any person or persons, firms, bodies corporate or Financial Institutions and by way of deposits, debentures, advances or other loans whether unsecured or secured by mortgage, charge, hypothecation or pledge of





**SHIVA TEXYARN LIMITED**

any or all of the Company's assets and properties existing and future, on such terms and conditions as the Board of Directors may from time to time, deem fit.

**10. BORROWING POWERS UNDER SECTION 180 (1) (a)**

**RESOLVED** that in pursuant to Section 293(1)(a) of the Companies Act, 1956, and Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors for the creation of mortgages, charges and hypothecations, in such form and manner as the Board of Directors may deem fit on such of the Company's movable and immovable properties, both present and future, and in such manner as the Board may direct, the Company, in certain events in favour of Lender(s)/Financial Institutions/Bank(s)/Trustees and other investing agencies to secure Rupee Loans, Securities (Comprising fully/partly Convertible Debentures with or without detachable or non-detachable warrants) or other debt instruments together with interest thereon at the respective agreed rates, compounded rates, additional interest, liquidated damages, commitment charges, remuneration of Trustee(s), premia on pre-payment or on redemption, costs, charges, expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company to the Lender(s)/Financial Institutions/Bank(s)/Trustees and other investing agencies under the arrangements entered into/to be entered by the Company in respect of the said loans, securities or other instruments.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions of the above mentioned loans, securities, instruments and documents for creating the aforesaid mortgages, charges and hypothecations and to do all such acts and things and execute such documents or writings as may be necessary for giving effect to the above resolution.

**11. INCREASE IN REMUNERATION PAYABLE TO SMT A LALITHA**

In partial modification of the earlier resolution passed in this regard, **RESOLVED** that Under Section 314(1)(b) of the Companies Act, 1956, and under section 188 (1) (f) of the Companies Act, 2013 and other applicable provisions, if any, approval of shareholders be and is hereby accorded to increase the remuneration payable to Smt A Lalitha, Chief Executive, from ₹45,000/- to ₹2,50,000/- per mensem with effect from 1.1.2014.



With a vote of thanks to the Chair rendered by Smt A Lalitha, Chief Executive, the 33<sup>rd</sup> Annual General Meeting of the Company concluded.

Place: Coimbatore  
Date: 25.8.2014

SD/-  
CHAIRMAN

**VOTING RESULTS:**

**1. ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200628	100.00	0	0.00
Passed as an Ordinary Resolution					

**2. DECLARATION OF DIVIDEND**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200628	100.00	0	0.00
Passed as an Ordinary Resolution					

**3. APPOINTMENT OF AUDITORS**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200628	100.00	0	0.00
Passed as an Ordinary Resolution					





## SHIVA TEXYARN LIMITED

## 4. APPOINTMENT OF SRI K N V RAMANI, AS INDEPENDENT DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as an Ordinary Resolution					

## 5. APPOINTMENT OF DR K R THILLAINATHAN, AS INDEPENDENT DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as an Ordinary Resolution					

## 6. APPOINTMENT OF SRI C S K PRABHU, AS INDEPENDENT DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as an Ordinary Resolution					

## 7. APPOINTMENT OF SRI S PALANISWAMI, AS INDEPENDENT DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as an Ordinary Resolution					



**8. APPOINTMENT OF SRI S MARUSAMY, AS INDEPENDENT DIRECTOR**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as an Ordinary Resolution					

**9. BORROWING POWERS UNDER SECTION 180 (1) (c)**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200228	99.9975	400	0.0025
Passed as a Special Resolution					

**10. CREATION OF CHARGE ON THE ASSET OF THE COMPANY UNDER SECTION 180 (1) (a)**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	16200628	16200628	100.00	0	0.00
Passed as a Special Resolution					

**11. INCREASE IN REMUNERATION PAYABLE TO SMT A LALITHA**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16200628	11052551	11052151	99.9963	400	0.0037
Passed as a Special Resolution					

Place: Coimbatore  
Date: 25.8.2014

**CERTIFIED TRUE COPY**

For SHIVA TEXYARN LIMITED

  
CHIEF FINANCIAL OFFICER

SD/-  
CHAIRMAN