

THE THIRUMBADI RUBBER COMPANY LIMITED

CIN L01116KL1919PLC017342

DIRECTORS

Shri. S.K. Bangur (DIN 00053237)
Chairman

Smt. Shashi Devi Bangur (DIN 00053300)
Whole-time Director

Shri. S.H. Jhaver (DIN 00379070)
Independent Director

Shri. S.K. Poddar (DIN 01301006)
Independent Director

Shri. Krishna Kumar Lohia (DIN 00690802)
Independent Director

Shri. M.K. Patwari (DIN 03444886)
Whole-time Director & CFO

AUDITORS

Messrs. Dhandhanian & Associates
Chartered Accountants
Kolkata

BANKERS

Vijaya Bank
State Bank of Travancore
HDFC Bank Ltd.
Bank of Baroda
State Bank of India

REGISTERED OFFICE

Thirumbadi Estate,
Mokkam Post - 673 602
Kozhikode Dist, Kerala

RUBBER DIVISION

Thirumbadi Estate,
Mokkam Post-673 602
Kozhikode Dist, Kerala

TEA DIVISION

Kilkotagiri Estate,
Kilkotagiri Post
Nilgiris - 643 216. Tamilnadu

DATE OF INCORPORATION

23rd December, 1919

REGISTRAR & SHARE TRANSFER AGENT

M/s. S.K.D.C. Consultants Ltd.,
Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road
Ganapathy, Coimbatore - 641 006
Ph. No. : 0422 - 6549995, 2539835, 2539836
E-mail : info@skdc-consultants.com



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninety Fifth Annual General Meeting of the Members of Company will be held on Thursday, the 11th Day of September, 2014 at 11.30 A.M. at Thirumbadi Estate, Mokkalam Post-673 602, Kozhikode District to transact the following business.

AGENDA

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 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 a dividend for the year ended 31st March, 2014.
3. To appoint a Director in the place of Shri. S.K. Bangur (holding DIN 00053237) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224, and other applicable provisions, if any of the Companies Act, 1956) Messrs. Dhandhanian & Associates (Firm Registration No. 316052E) Chartered Accountants, Kolkata be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of this Annual General Meeting till the conclusion of the 98th Annual General Meeting which ought to be held in the year 2017, subject to ratification by the Shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
“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, Shri. S.K. Poddar (holding DIN 01301006), Director of the Company who retires by rotation at the Annual General Meeting 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 with effect from 11th September, 2014 to hold office for five consecutive years for a term up to 10th September, 2019 not liable to retire by rotation.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. S.H. Jhaver (holding DIN 00379070), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director 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 with effect from 11th September, 2014 to hold office for five consecutive years for a term up to 10th September, 2019 not liable to retire by rotation.”

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

“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, Shri. Krishna Kumar Lohia (holding DIN 00690802), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director 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 with effect from 11th September, 2014 to hold office for five consecutive years for a term up to 10th September, 2019 not liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of section 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 Smt. Shashi Devi Bangur (holding DIN 00053300) be and is hereby re-appointed as Whole-time Director of the Company for a period of three years with effect from 14th November, 2014 on a remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, on the terms and conditions as set out below.”

i) Salary : Rs. 1,85,000/- per month

ii) Perquisites

In addition to salary, the Whole-time Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance, Personal Accident Insurance etc in accordance with the rules of the Company.

Gratuity payable shall not exceed half months salary for each completed year of service or at the rate as may be modified from time to time.

Perquisites will be evaluated as per Income Tax Rules wherever applicable and shall be restricted to the Annual Salary.

iii) Contribution to Provident fund, Superannuation fund or Annuity fund, Provision of Car with driver, encashment of leave at the end of the tenure, telephone at residence shall not to be included in the computation of the ceiling on the perquisites.

iv) In the event of no profits or inadequacy of profits, the remuneration payable to the Whole-time Director shall not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

9. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company be and is hereby amended by deleting the existing Article 156 and substituting thereat with the following new Article 156.”

“156 a) The Directors may from time to time appoint one or more of their body to be the Managing Director or Managing Directors of the Company for a fixed term not exceeding five years and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. The Managing Director(s) so appointed shall while holding such office be subject to retirement by rotation at the Annual General Meeting(s).

- b) The Directors may also from time to time appoint one or more of their body to be a Whole-time Director or Whole-time Directors of the Company. The Whole-time Director(s) so appointed shall while holding such office be subject to retirement by rotation at the Annual General Meeting(s).
- c) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.”

10. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof, the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof, for the time being exercising the powers conferred on them by this resolution, to mortgage or otherwise dispose of or to create charge, mortgage and / or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.”

“RESOLVED FURTHER THAT the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets, and / or undertakings of the Company (both present and future) in certain events, to banks / financial institutions, other lending agencies, and / or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans or foreign currency loans.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and / or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

Item No. 5

Shri.S.K.Poddar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th September, 1992. The qualification and expertise of Shri. S.K. Poddar has been detailed in the annexure attached.

Shri. S.K. Poddar retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Shri. S.K. Poddar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 11th September, 2014. A notice has been received from a member proposing Shri. S.K. Poddar as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri. S.K. Poddar fulfils 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 Shri. S.K. Poddar as an Independent Director 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. S.K. Poddar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. S.K. Poddar as an Independent Director, for the approval by the shareholders of the Company.

Except Shri. S.K. Poddar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Shri. S.H. Jhaver is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 31st March, 1975. The qualification and expertise of Shri. S.H. Jhaver has been detailed in the annexure attached.

Shri. S.H. Jhaver is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. S.H. Jhaver being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 11th September, 2014. A notice has been received from a member proposing Shri. S.H. Jhaver as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri. S.H. Jhaver fulfils 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 Shri. S.H. Jhaver as an Independent Director 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. S.H. Jhaver as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. S.H. Jhaver as an Independent Director, for the approval by the shareholders of the Company.

Except Shri. S.H. Jhaver, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Shri. Krishna Kumar Lohia is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 8th November, 2013. The qualification and expertise of Shri. Krishna Kumar Lohia has been detailed in the annexure attached.

Shri. Krishna Kumar Lohia is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. Krishna Kumar Lohia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 11th September, 2014. A notice has been received from a member proposing Shri. Krishna Kumar Lohia as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri. Krishna Kumar Lohia fulfils 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 Shri. Krishna Kumar Lohia as an Independent Director 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. Krishna Kumar Lohia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Krishna Kumar Lohia as an Independent Director, for the approval by the shareholders of the Company.

Except Shri. Krishna Kumar Lohia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.



Item No. 8

The present term of office of Smt. Shashi Devi Bangur as Whole-time Director of the Company expires on 13th November, 2014. The Board of Directors at their meeting held on 27th May, 2014 re-appointed Smt. Shashi Devi Bangur, as Whole-time Director of the Company for a further period of three years with effect from 14th November, 2014 on a remuneration as approved by the Nomination and Remuneration Committee on the terms and conditions as set out in the Item No. 8 of the Notice. The re-appointment and payment of remuneration to Smt. Shashi Devi Bangur, Whole-time Director, is subject to the approval of the members at the Annual General Meeting.

Smt. Shashi Devi Bangur has been associated with the Company as a Director from 03.10.1990, as Chairperson from 28.11.1991, as Executive Chairperson from 14.11.1995 and as Whole-time Director from 08.11.2013. She has made significant contribution for the development of the Company and revenue growth and in view of responsibilities shouldered by her, the Board felt that her appointment would be just and fair with the remuneration and the terms and conditions as provided in the resolution.

As per the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment shall be subject to the approval of the shareholders of the Company in the General meeting. Hence the necessary resolution is placed before the members for their approval.

The Board of Directors recommend the resolution in Item No. 8 of the Notice for the approval of the members.

Except Smt. Shashi Devi Bangur, being an appointee and Shri. S.K. Bangur, Director as relative of the appointee Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9

The Board of Directors at their meeting held on 27th May, 2014 has recommended altering Article 156 of the Articles of Association of the Company. The present article 156 of the Articles of Association of the Company does not provide for any provision to enable the Managing Director or Whole-time Director(s) of the Company to retire by rotation at the Annual General Meetings. Hence the Article has to be altered in line with the Companies Act, 2013 to make the office of Managing / Whole-time Directors office liable to retire by rotation.

Further, the Board considers it desirable that a provision be included in the Articles of Association to enable a person to act both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer of the Company.

Therefore, the Board of Directors in order to comply with the provisions of Section 152(6) of the Companies Act, 2013 recommends amendment to the Articles of Association by deleting the existing Article 156 and substituting with the new Article 156, to make the office of Managing Director or Whole-time Director, while holding such office as liable to retirement by rotation at the general meetings.

The Resolution at Item No. 9 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. The Board of Directors recommends the resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Item No. 10

In view of the expanding operations of the Company, apart from temporary loans obtained from the Bankers in the ordinary course of business, it would be required to borrow such further sums of money, from time to time, from banks / financial institutions / body corporate(s), by way of creation of charge / mortgage / hypothecation on all or any of the immovable and / or movable properties of the Company, both present and future, with an intent to create security in favour of the lender(s).

THE THIRUMBADI RUBBER COMPANY LIMITED

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors shall require the consent of the members of the Company by way of passing a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge / mortgage / hypothecation on all or any of the movable and / or immovable properties of the Company.

Accordingly, your Board of Directors recommends the Special Resolution as set out in Item No.10 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

NOTES

- 1. 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.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
5. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March, 2014 if declared, at the ensuing Annual General Meeting is proposed to be paid on or before 09.10.2014.
6. The register of members and share transfer books of the Company will remain closed from 8th September, 2014 to 11th September, 2014 (both days inclusive).
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars or change the particulars already registered against their respective Folios for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.
8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company / RTA.
9. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

10. Pursuant to Section 205A of the Companies Act, 1956, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid Dividend account is required to be transferred to the “Investor Education and Protection Fund” established by the Central Government. According to the relevant provisions of the Companies Act, 1956, as amended, no claim shall lie against the said fund or the Company for the amount of unclaimed Dividend so transferred to the said Fund. Members who have not encashed the Dividend warrant(s) / interest warrants so far, since the financial year 2006-2007, are requested to send their claim immediately to the Company / Registrar and Transfer Agent for issue of pay order / demand draft in lieu thereof.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, 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.
12. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
13. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006.
14. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the Company M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore -641006.
15. Electronic copy of the Annual Report for 2014, the Notice of the 95th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip, Proxy Form and Postal Ballot Form are being sent to all the members whose e-mail IDs are registered with 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 Annual Report for 2014 is being sent in the permitted mode.
16. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri. M.D.Selvaraj, Scrutinizer, MDS & Associates, “Surya”, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028 so as to reach him on or before 8th September, 2014 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of members casting their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

17. Voting through electronic means:
 - I. Pursuant to Clause 35B of the Listing Agreement with the Stock Exchange and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 95th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

THE THIRUMBADI RUBBER COMPANY LIMITED

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select “The Thirumbadi Rubber Company Limited” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID
 - a) For CDSL : 16 digits beneficiary ID
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / Folio number in the PAN field.● Incase the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramkumar with folio number 200 then enter RA00000200 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said Folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said Folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / Folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the “The Thirumbadi Rubber Company Limited” screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN – The Thirumbadi Rubber Company Limited on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - c) After receiving the login details they have to create a User ID who would be able to link the account(s) which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy

- i) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- ii) The voting period begins on 5th September, 2014 at 9.00 AM and ends on 7th September, 2014 at 6.00 PM.

During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com