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BOARD OF DIRECTORS

Mr. A.S. Unny (Chairman) (expired on 17-5-2015)

Dr. S. Rajkumar (Managing Director)

Mr. A. Padmanabhan (Executive Director)

Mr. N. Purushothama Prabhu (Director - Operations)

Mr. S. Sivathanu Pillai (expired on 25-6-2014)

Mr. S. Subramoniam, Director

Mr. S. Giridhar, Director

Mrs. E. Kamalam, Women Director

Mr. T.S. Anantharaman, Director

Mr. U. Gururaja Bhat, Independent Director

Mr. Deveshwer Kumar Kapila, Independent Director

Dr. A.R. K. Rao, Independent Director

Mr. G.K. Ajithkumar, Nominee Director

COMPANY SECRETARY

Mr. R. Ponnambalam

AUDITORS

M/s. Balan & Co. 31/181 D, Anantha, Mahakavi G. Road Karikkamuri, Cochin - 682 011

BANKERS

Federal Bank Limited IDBI Bank Limited Bank of India State Bank of Travancore Punjab National Bank

REGISTERED OFFICE

57/2993, "Sree Kailas" Paliam Road Ernakulam, Cochin - 682 016, Kerala

Tel: 0484-3002000, 2373230, 2371085, 2380497

Fax: 0484-2370395

E-mail: secretary@sreekailas.com

Web: www.sreekailas.com

FACTORIES

Kraft Paper Unit 1 and 2

Industrial Development Area Muppathadom, Edyar, Aluva - 683 102

Tel: 0484-3002100, 2540622, 2555451

Fax: 0484-2555835

Duplex Board unit

Kanjirapilly, Pariyaram Chalakudy, Thrissur - 680 721

Tel: 0480-3002100, 2746129, 2747529

Fax: 0480-2746410



FINANCIAL HIGHLIGHTS (7 YEARS)

(Rs. in Lakhs)

| | | | | | | | (110: III = III |
|-----------------------------|----------|----------|----------|----------|----------|----------|-----------------|
| Particulars | 2008-09 | 2009-10 | 2010-11 | 2011-12 | 2012-13 | 2013-14 | 2014-15 |
| Sales (Gross) | 14416.14 | 14753.18 | 19081.81 | 20837.99 | 21766.94 | 21554.41 | 16405.45 |
| Sales (Net) | 13708.63 | 14152.04 | 18292.83 | 19792.31 | 20505.57 | 20306.81 | 15452.58 |
| Total Income | 13928.84 | 14312.82 | 18356.74 | 19837.31 | 20565.49 | 20443.01 | 15660.39 |
| Profit before tax | 483.66 | 706.96 | 1052.75 | 1023.57 | 702.9 | 143.26 | (1528.71) |
| Profit after tax | 331.79 | 464.43 | 701.33 | 660.33 | 469.12 | 116.08 | (1178.14) |
| Earnings Per Share (Rs.) | 2.02 | 2.83 | 4.27 | 4.02 | 2.85 | 0.71 | (7.97) |
| Dividend Rate (%) | 15.00 | 18.00 | 21.00 | 21 | 15 | 9 | 0 |
| Reserve & Retained Earnings | 1887.90 | 2010.77 | 2309.61 | 2568.79 | 2749.47 | 2750.18 | 1509.61 |
| Share Capital | 1643.62 | 1643.62 | 1643.62 | 1643.62 | 1643.62 | 1643.62 | 2643.62 |
| Shareholders' Funds | 3531.52 | 3654.39 | 3953.24 | 4212.41 | 4393.09 | 4393.08 | 4253.23 |
| Fixed Assets(Gross Block) | 6543.26 | 6918.93 | 7748.46 | 10357.61 | 10838.2 | 10985.32 | 9252.19 |
| Fixed Assets (Net Block) | 4772.94 | 4826.66 | 5287.67 | 7472.88 | 7451.11 | 7145.04 | 5835.68 |



NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Company will be held on Wednesday 30th September, 2015 at 2.00 p.m, at Hotel Abad Plaza M.G.Road, Ernakulam, Cochin - 35 to transact the following business.

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended on 31st March, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Smt. Kamalam (DIN - 01791001) who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers herself for reappointment.
- To appoint a Director in place of Mr. T S Anantharaman (DIN - 00480136) who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. Appointment of Auditors

To re-appoint auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the twenty sixth AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Balan & Co, Chartered Accountants (ICAI Firm Regn. No.000340S) be and is hereby reappointed as auditors of the Company, to hold office for a period of two (2) years, from the conclusion of this AGM to the conclusion of twenty sixth AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) at such remuneration plus service

tax, out-of-pocket, travelling and living expenses etc, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

Appointment of Mr. Ayyadevara Rama Koteswara Rao (DIN 01246376) as an Independent Director

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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as read with Schedule IV to the Companies Act 2013, Mr. Ayyadevara Rama Koteswara Rao (holding DIN 01246376), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to one year for another term up to the conclusion of the 25th Annual General Meeting of the Company in the Calendar year 2016, not liable to retire by rotation."

6. Approval for Related Party Transactions

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 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum for the financial year 2015-16 as mentioned herein below:

| Particulars of Parties | Nature of Transaction | Annual Amount Rs. Lacs |
|------------------------|-----------------------|------------------------|
| Dr. S .Rajkumar | Lease Building - Rent | 15.00 |
| S. Subramoniam | Lease Building - Rent | 05.00 |
| A. Padmanabhan | Lease Building - Rent | 05.75 |



| Particulars of Parties | Nature of Transaction | Maximum Limit in Rs. Lacs |
|--|---------------------------|---------------------------|
| A. Ganesh | Lease Building - Rent | 01.50 |
| Shri Kailash Logistics Limited | Lease Building - Rent | 04.00 |
| Shri Kailash Logistics Limited | Freight Services | 400.00 |
| Sree Sakthi Constructions and Infrastructure Limited | Civil Works | 10.00 |
| Maharaj Continental Trades Limited | Commission | 150.00 |
| Sree Giri Packagings Limited | Purchase of Raw Materials | 3500.00 |
| Verizon Industrial Aids Limited | Purchase of Raw Materials | 1050.00 |
| Carto Packs | Purchase of Raw Materials | 100.00 |
| Carto Packs | Sale of Paper | 370.00 |

7. To Re-appoint Dr. S. Rajkumar (DIN 01790870) as Managing Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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 V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the reappointment of Dr. S. Rajkumar (holding DIN 01790870) as Managing Director of the Company for a period of One (1) year effective from 14th August 2015 to 13th August 2016, on the terms and conditions including remuneration and perquisites as approved by the Board of Directors at their meeting held on 30th July 2015 as detailed in the Explanatory Statement to this item annexed to this notice as per Section 102 of the Companies Act, 2013, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Dr. S. Rajkumar (holding DIN 01790870)."

8. To Re-appoint Mr. N Purushothama Prabhu (DIN 00384830) as Whole Time Director and fixing his remuneration.

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

"RESOLVED THAT subject to the provisions of Section 196, 197, 203 and any other applicable provisions if any of the Companies Act, 2013 and rules made hereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the reappointment of Mr. N. Purushothama Prabhu (holding DIN 00384830) as a Whole Time Director of the Company designated as "Director-Operations" for a period of One (1) year effective from 13th August 2015 to 12th August 2016, on the terms and conditions including remuneration and perquisites as approved by the Board of Directors at their meeting held on 30th July 2015 and as detailed in the Explanatory Statement to this item annexed to this notice as per Section 102 of the Companies Act, 2013, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr N Purushothama Prabhu (holding DIN 00384830)."

9. To Re-appoint Mr. A Padmanabhan (DIN 00037472) as Whole Time Director and fixing his remuneration.

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

"RESOLVED THAT subject to the provisions of Section 196, 197, 203 and any other applicable provisions if any of the Companies Act, 2013 and rules made hereunder (including any statutory modification(s) or re-enactment thereof for the time



being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the reappointment of Mr. A. Padmanabhan (holding DIN 00037472) as a Whole-time Director of the Company for a period of One (1) year effective from 1st August 2015 to 31st July 2016, on the terms and conditions including remuneration and perquisites as approved by the Board of Directors at their meeting held on 30th July 2015 and as detailed in the Explanatory Statement to this item annexed to this notice as per Section 102 of the Companies Act. 2013, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. A. Padmanabhan (holding DIN 00037472)

By order of the Board of Directors

For Sree Sakthi Paper Mills Limited

Sd/-

Cochin -16 30th July 2015 R. Ponnambalam Company Secretary

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 24th Annual General Meeting of the Company.
- 3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said Section read

with Section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Profile of Directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.

- 5. The Register of Members and Share Transfer Books of the Company will remain closed from 23-9-2015 to 30-9-2015 (both days inclusive).
- 6. 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 (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 7. Shareholders are requested to bring their copy of the Annual Report to the meeting.
- 8. Members/Proxies should fill the attendance slip for attending the Meeting.
- Members who hold shares in dematerialized form are required to write their client ID and DPID numbers, and those who hold shares in physical form are requested to write their Folio number in attendance slip for attending the meeting.
- The information on the Directors appointment or reappointment is provided as per Clause 49 of the Listing Agreement and is given in the Corporate Governance Section of this Annual Report.
- 11. Under the provisions of the Companies Act, 2013. the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Unclaimed/unpaid dividend amount relating to Financial year 2006-07 have been transferred to the 'Investor Education and Protection Fund' established by the Central Government. Those members who have not encashed their dividend warrants for the financial year 2007-08 to 2013-14 may lodge a claim with the Company immediately especially relating to the year 2007-08 as the unpaid dividend for the said year is due to be remitted into I.E.P Fund by 27th October 2015.
- 12. Copies of the Annual Report 2015 are being sent by electronic mode only to all the members whose email addresses 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 addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.

- 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company / M/s. Bigshare Services Pvt. Ltd
- 14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Bigshare Services Pvt. Ltd.
- 15. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.

16. Information and other instructions relating to e-voting are as under:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote evoting').
- (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- (iv) The Board of Directors of the Company has appointed M/s Lakshmmi Subramanian &

Associates, as Scrutinizer to scrutinize the Venue Voting and remote e-voting process in a fair and transparent manner and they has communicated their willingness to be appointed and will be available for same purpose.

- (v) Voting rights shall be reckoned on the paidup value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23-09-2015.
- (vi) 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, i.e. 23-09-2015 only shall be entitled to avail the facility of remote e-voting / Venue Voting.
- (vii) The voting period begins on 27/09/2015 at 09.00 AM and ends on 29/09/2015 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 23/09/2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (viii)Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote evoting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sreekailas.com and the website of **CDSL** on www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2015.

(xi) Instructions and other information relating to remote e-voting:

a) The shareholders should log on to the evoting website www.evotingindia.com.



- b) Click on Shareholders.
- c) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) On successful login, the system will prompt you to select the E-Voting Sequence Number for Sree Sakthi Paper Mills Limited.
- k) 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.
- I) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on "SUBMIT".

| | 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) | | |
| | 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 8 digits of the sequence number in the PAN field. | | |
| | In case the sequence 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. | | |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the member ID / folio number in the Dividend Bank | | |

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then directly reach the Company selection 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.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting @cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) 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 / Toll Free No. 18002005533.

By order of the Board of Directors

For Sree Sakthi Paper Mills Limited

Sd/-

Cochin -16 30th July 2015 R. Ponnambalam Company Secretary



(IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

| Name of Director | Date of Birth | Date of Appointment | Share holding in the Company (Nos.) |
|------------------|---------------|---------------------|-------------------------------------|
| Dr. A.R.K. Rao | 10.01.1941 | 29/06/2006 | 100 |

Qualification

Bachelor of Technology (Chemical Engineering) from Osmania University, Hyderabad in 1963. Master of Engineering from Indian Institute of Science, Bangalore in 1965 Ph.D in Chemical Engineering from University of Ottawa, Canada in 1970.

Experience

Dr. A.R.K. Rao has been working as Consultant to Pulp, Paper and Newsprint Industry since 2001 after his superannuation as CMD of The Hindustan Paper Corporation Ltd. Presently he is technical advisor to Bank Note Paper Mill India (P) Ltd and Seshasayee Paper and Boards Ltd. He started his carrier in 1973 with The Andhra Pradesh Paper Mills Ltd and served the Pulp and Paper industry as an employee for over 28 years working in various Capacities in Central Pulp and Paper Research Institute, Saharanpur, in Seshasayee Paper And Boards Ltd., Erode, in The Mysore Paper Mills Ltd., Bhadravathi and in Hindustan Paper Corporation Ltd, New Delhi.

He was also active in research in all fields of Pulp & Paper and has to his credit about 45 publications in reputed international Journals. Best paper award was presented to him By Indian Pulp and Paper Technical Association on four occasions. During his service, he has won various Honours and awards of which worthy of special mention are (1) Southeast Asia Delegate in 1988 to attend 42nd Annual General Meeting of Technical Association of Australia & Newzeland pulp and paper Industry at Hobart, Australia, (2) As a faculty of UNEP work shops at Hangjhou, China, Quezon City Philippines, Bangalore and Delhi, (3) Honoured for Technical Contribution by Indian Paper Mills Association and Indian Pulp and Paper Technical association.

He contributed to "Bureau of Indian Standards" for nearly 10 years as Chairman of Committee on Standards for Pulp paper and Allied products to set Technical Standards for Indian paper Industry and its products.

He has also been active in Professional Associations and was President, Indian Pulp and Paper Technical Association for the Years 1998 & 1999 and President of Newsprint Manufacturers Association for two Years,1997-98 and 1998-99. He is also serving with Confederation of Indian Industry on Panels of Judges for Energy and Environment Awards.

Details of Directorship

At present: Sree Sakthi Paper Mills Ltd

Earlier: Chairman-Cum-Managing Director, Hindustan Paper Corporation Ltd (H.P.C) from Apr 1996 to Jan 2001. In this position he had also functioned as Chairman of Subsidiary companies of H.P.C Viz, Hindustan Newsprint Ltd and The Mandya National Paper Mills Ltd., Director (Operations) of The Mysore Paper Mills Ltd from Apr 1993 to Apr 1996.

Status in other Board Committees of the Company

Member - Nomination & Remuneration Committee and Audit Committee.

Relationships between Directors inter-se

Not related to any other Directors of the Company

| Name of Director | Date of Birth | Date of Appointment | Share holding in the Company (Nos.) |
|------------------|---------------|---------------------|-------------------------------------|
| Mrs. E. Kamalam | 10.11.1933 | 03.08.1995 | 17868 |

Qualification: Metriculation

Experience

More than 15 years experience in cement business. She was Director of the Company since 1995.

Details of Directorship in other Companies : Nil

Status in other Board Committees of the Company : Nil

Relationships between Directors inter-se

Wife of Late Mr. S. Sivathanupillai, former Chairman & Managing Director and mother of Mr. S. Rajkumar, Managing Director, Mr. S. Subramoniam, Mr. S. Giridhar, Directors of the Company



| Name of Director | Date of Birth | Date of Appointment | Share holding in the Company (Nos.) |
|---------------------|---------------|---------------------|-------------------------------------|
| Mr. TS Anantharaman | 26.06.1948 | 30.05.2011 | 15866 |

Qualification

Chartered Accountant

Experience

More than 40 years experience in the field of audit, accounting and financial management and experience in securities and share markets. He is a member of British Institute of Management.

Details of Directorship in other companies

Nil

Status in other Board Committees of the Company

Risk Management Committee

Relationships between Directors inter-se

Not related to any other Directors of the Company