



Powering reliable solutions for you

## ANNUAL REPORT 2017 - 18

The background of the entire page is a photograph of high-voltage power transmission towers. The image is tinted with a warm, orange-brown color, giving it a sunset or sunrise appearance. The towers are steel lattice structures with multiple cross-arms supporting the power lines. They are arranged in a perspective that leads the eye from the foreground towards the horizon.

**INDO TECH TRANSFORMERS LIMITED**



**Internal assembly of 150 MVA, 220 kV Transformer: Performance coupled with aesthetics**



**Skid mounted substation (SMS): SMS is an apt solution to Renewable power producers to meet expectations of short execution period at optimum cost**

Annual General Meeting on Tuesday, the  
14th August 2018 at Hotel Fairfield by  
Marriott, Sriperumbudur  
At 2.30 P.M

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## COMPANY INFORMATION

### Board of Directors

Ricardo Suarez Garza  
Non-Executive Director - Chairperson

Ajay Kumar Sinha  
Whole-Time Director

Anthony Vincent Benoit Allard  
Non-Executive Director

M. S. Srinivasan  
Independent Director

P. V. Krishna  
Independent Director

Tabassum M Wajid  
Independent Director

### Chief Financial Officer

Abhishek Dalmia

### Company Secretary & Compliance Officer

Sathyamoorthy A

### Statutory Auditors

B S R & Co. LLP, Chartered Accountants  
KRM Tower, 1<sup>st</sup> & 2<sup>nd</sup> Floor, No 1, Harrington Road,  
Chetpet, Chennai-600 031, India  
Telephone : +91 44 39145000  
Fax : +91 44 39145999

### Secretarial Auditors

J B BHAVE & Co, Company Secretaries  
7/ 9, Karan Aniket, Level 4 & 5  
Plot No. 37, Shri Varanasi Society,  
Behind Atul Nagar, Off Mumbai-Bangalore By-pass,  
Warje, Pune 411 058

### Internal Auditors

G Balu Associates LLP, Chartered Accountants  
4 - A Venkatesa Agraharam Road  
Mylapore, Chennai - 600 004.

### Cost Auditors

J G & Co, Cost Accountants  
Flat #1, 261 "Z" Block, 6th Street  
V Avenue, Anna Nagar  
Chennai 600040

### Registrar and Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai-400083  
Telephone : 022-49186270  
Fax : 022-49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### Bankers

Bank of Baroda  
State Bank of India  
Citibank N. A.  
HDFC Bank

### Registered Office & Factory

Survey no.153-210, Illuppapattu Village,  
Near Rajakulam, KM-64, Kancheepuram  
(Dist.), Tamilnadu-631561.

## NOTICE

**NOTICE** is hereby given that the **26<sup>th</sup> Annual General Meeting ('AGM')** of the Members of Indo Tech Transformers Limited will be held at the Hotel Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105 on Tuesday, August 14, 2018 at 2.30 P.M to transact the following business:-

### **ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the Audited Financial statements for the financial year ended 31<sup>st</sup> March 2018 and the Reports of the Directors and Auditors thereon.
- (2) To appoint Director in place of Mr. Ricardo Suarez Garza (DIN: 07194157), who retires by rotation, being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **(3) Appointment of Mr Anthony Vincent Benoit Allard as Director**

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**RESOLVED that** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr Anthony Vincent Benoit Allard having Director Identification Number 07992699 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from November 29, 2017 pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Anthony Vincent Benoit Allard for the office of Director, be and is hereby appointed as a Director of the Company.

#### **(4) Appointment of Mr Ajay Kumar Sinha as Director of the Company**

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**RESOLVED that** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr Ajay Kumar Sinha having Director Identification Number 07972409 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from November 29,

2017 pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Ajay Kumar Sinha for the office of Director, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

#### **(5) Appointment of Mr Ajay Kumar Sinha as the Whole-Time Director of the Company**

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

**RESOLVED that** pursuant to the provisions of Sections 2(94), 2 (78) , 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to the appointment of Mr Ajay Kumar Sinha, DIN: 07972409, as the Whole Time Director of the Company for a period of five years with effect from 29<sup>th</sup> November 2017 upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors, Nomination and Remuneration Committee and Mr. Ajay Kumar Sinha.

- i. *Salary at the rate of Rs. 65,10,000 (Rupees Sixty Five Lakhs Ten Thousand Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.*
- ii. *The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.*
- iii. *Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.*
- iv. *Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.*

- v. *Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.*
- vi. *The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.*

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

#### (6) Approval of Related Party Transaction

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**RESOLVED that** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies (Indian Accounting Standards) Rules, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for entering into the Contracts/Arrangement/Transactions with the Related Parties of the Company during the financial year 2018-19, up to the maximum amounts as appended in table below:

S. No	Name of the related party	Relationship	Maximum value of transaction to be entered during FY 2018-19
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	Rs 50 Crores
3	Any other person/entity which is a Related Party		

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

#### (7) Ratification of the Remuneration of the Cost Auditor

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**RESOLVED that** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Tax at the applicable rates and reimbursement of out of pocket expenses to Mr. M J Gopalakrishnan, Cost Accountant, who has been appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March 2019.

**RESOLVED FURTHER that** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

By order of the Board of Directors  
for Indo-Tech Transformers Limited

Place: Chennai  
Date: May 16, 2018

Sathyamoorthy A  
Company Secretary

**Notes:**

- (1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts with respect to the special business set out in the Notice is annexed.

- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the 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 Member.

- (3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is to be given to the Company.
- (4) Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (5) Proxies submitted on behalf of Limited Companies, Societies and Partnerships firms, etc. must be supported by appropriate resolution / authority as applicable issued by the member organisation.
- (6) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- (7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- (8) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- (9) Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- (10) Members desiring any information with regard to Accounts / Reports are requested to write to the Company Secretary

at least ten days before the meeting so as to enable the management to keep the information ready.

- (11) The Register of Members and Share Transfer Books of the Company will remain closed from 8<sup>th</sup> August 2018 to 14<sup>th</sup> August 2018 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (12) Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The Transfer deeds, communication for change of address, bank details, ECS details (if any) should be lodged with the Registrar & Share Transfer Agents ('RTA') of the Company, Link Intime India Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
- (13) The Company is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs ('MCA'), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted companies to send official documents to their shareholders electronically as part of its Green Initiative in Corporate Governance. Recognising the spirit of the Circular issued by the MCA, we are sending documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email address provided by you with your depositories.
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of Transfer of securities, the Transferee(s) as well as Transferor(s) shall furnish a copy of their PAN card to the Company for registration of Transfer of securities.
- (15) Annual Report for the financial year ended 31<sup>st</sup> March 2018 with Attendance Slip and Proxy forms are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless a 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 are being sent by the permitted mode.
- (16) Members may note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report 2018 will also be available on the Company's website [www.prolecge.in](http://www.prolecge.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investor@prolec-geindia.com.

- (17) Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking reappointment at the Annual General Meeting is furnished and forms part of the Notice. The directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- (18) Voting through electronic means - In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company is

pleased to provide the facility to the members to exercise their right to vote by electronic means. Instructions for e-voting are annexed separately along with this notice. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The Company has appointed Mr G P Srinath of M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the e-voting process in fair and transparent manner.

- (19) The requirement to place the matter relating to appointment of statutory auditors for ratification by members at every annual general meeting is omitted vide notification dated 07 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of five years at the 22nd Annual General Meeting held on 05 August 2015 is not proposed at this AGM.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item No. 2, 3 and 5: Brief Profile of Directors

Information for re-appointment/ appointment of Directors as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Ricardo Suarez Garza	Anthony Vincent Benoit Allard	Ajay Kumar Sinha
DIN	07194157	07992699	07972409
Age	53	43	63
Date of appointment	27 <sup>th</sup> May 2015	29 <sup>th</sup> November 2017	29 <sup>th</sup> November 2017
Qualification	BS Degree as a Mechanical Engineer and Administrator. Masters degree in Administration Diploma in Total Quality Control, Marketing and Synchronizations and Operation	Master degree in Business administration from Yale University (Yale School of Management) and Master of Electrical Engineering from Institute polytechnique de Grenoble	Degree in Electronic and Telecommunication Engineering from Government Engineering College, Jabalpur and M Tech in Industrial engineering from NITIE, Bombay.
Experience	31 years of experience in the field of Management in different Industries. He has performed different responsibilities within the Xignux group since the beginning of his career.	14 years of experience in Energy & Technology business in managing launching venture, managing large businesses, turning around organizations, and leading Merger & Acquisition projects. Particular expertise in developing and implementing growth strategies and managing operations	40 years of experience in the transformer industry, held senior position such as Director-Operation and Senior Vice President-Manufacturing in his previous employment in transformer industry.
No. of shares as on 31 <sup>st</sup> March 2018	Nil	Nil	01
Directorship in other public Companies	Nil	Nil	Nil
Chairman/Member of Committees of Company	Chairman of Board & Stakeholder Relationship Committee and Member of Audit Committee	Member of Stakeholder Relationship Committee	Member of Stakeholder Relationship Committee

None of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution.



**Item No. 5 Appointment of Mr Ajay Kumar Sinha as Whole Time Director:**

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29<sup>th</sup> November 2017 appointed Mr Ajay Kumar Sinha (DIN 07972409) as Whole-Time Director with effect from 29<sup>th</sup> November 2017. The principal terms and conditions of appointment of Mr Ajay Kumar Sinha as Whole-Time Director inter alia contain the following.

- I. Subject to supervision and control of the Board of Directors of the Company, Whole Time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Appointment:** 5 years effective from 29<sup>th</sup> November 2017.
- III. **Remuneration:**
  - i. *Salary at the rate of Rs. 65,10,000 (Rupees Sixty Five Lakhs Ten Thousand Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.*
  - ii. *The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.*
  - iii. *Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.*
  - iv. *Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.*
  - v. *Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.*
  - vi. *The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.*

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Whole-Time Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to Schedule V of the Companies Act, 2013.

**IV. Termination:**

The employment of the Whole-Time Director may be terminated by giving Three months' notice from either the Company or the Whole-Time Director.

- V. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

In compliance with the provisions of Sections 2(94), 2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an ordinary resolution. Except Mr. Ajay Kumar Sinha, none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

**Item No. 6: Approval of Related Party Transaction**

Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provides that for entering into Contracts/Arrangement/Transactions as prescribed in rules framed in this regard with the related party, the Company must obtain prior approval of the Board of Directors and in case such transactions are exceeding the overall limit prescribed in the rules framed in this regard, prior approval of the shareholders by way of a resolution must be obtained. Further regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provided that all material related party transactions (i.e. transactions exceeding ten percent of annual consolidated turnover) require the approval of the Members by way of resolution.

In spite of these regulations, the term Related Party stands widened with the commencement of the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS 24) and the same made applicable to the Company effect from April 1, 2017. Entities which were not Related Party under the Companies Act, 2013 may become Related Party under the Companies (Indian Accounting Standards) Rules, 2015. Subsequently transactions with the Companies within the group of General Electric Company, Xignux and Prolec-GE become the related party transaction for Indotech.

Your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. However the aggregate of all transactions with the related parties may exceed the threshold limits stipulated in the aforesaid Regulations, the Company is under an obligation to seek the approval of its shareholders by way of Ordinary resolution. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with related parties by way of ordinary resolution.

Board of Directors and Audit Committee of the Company have approved the proposal to enter into transactions with the related parties at their respective meeting held on 16<sup>th</sup> May 2018. Since the proposal is in the best interest of the company, your directors recommends for the approval.

(The term “Related Party” referred in this context shall derive its meaning as stipulated under the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules, 2015

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 the details of transactions are given below:

S No	Name of the related party	Relationship	Nature of transaction	Maximum value of transaction to be entered during FY 2018-19
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	Re-imbursement of expenses based on the agreement entered into by and between the Company and Promoter	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	• Sale, purchase or supply of any goods or materials.	Rs 50 Crores
3	Any other person/ entity which is a Related Party		• Availing or rendering of any services	

None of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

#### Item No. 7: Ratification of the remuneration of Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, Board of Directors at their Meeting held on 16<sup>th</sup> May 2018 appointed Mr. M J Gopalakrishnan as Cost Auditor for the Financial year 2018-19 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Goods and Service Tax at the applicable rates and reimbursement of out of pocket expenses

Rule 14 of the Companies (Audit and Auditors) Rules 2014 further stipulates that the remuneration payable to the Cost Auditor is required to be ratified by the members at their general meeting. Hence this proposed Resolution.

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution

#### INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Sections 108, read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer the option of e-Voting facility to all the members of the Company. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting and appointed M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

#### The procedure and instructions for e-voting are as under:

- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Now click on “Shareholders” to cast your votes.
- Now, select the “Company Name” from the drop down menu and click on “SUBMIT”.
- Now, fill up the following details in the appropriate boxes: