

## **ANNUAL REPORT 2015-16**



**PREMIER ENERGY AND INFRASTRUCTURE LIMITED**

Karunai Kudil, I Floor, No. 226, Cathedral Road, Chennai - 600 086.

Tel.: +91 44 2811 0252

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

M. NARAYANAMURTHI (from 13.11.2015)	Managing Director
S. KRISHNAN MD (upto 12.09.2015)	
R. RAMAKRISHNAN	Non Executive Independent Director
VIKRAM MANKAL	Director
K.N. NARAYANAN	Non Executive Independent Director
KOKHILA RAMACHANDRAN	Non Executive Independent Director

**CHIEF FINANCIAL OFFICER**

A. SRIRAM

**REGISTAR AND SHARE TRANSFER AGENTS**

Cameo Corporate Services Ltd  
Subramaniam Building  
#1 Club House Road  
Chennai - 600 002

**REGISTERED OFFICE**

Karunai Kudil,  
I Floor  
No. 226, Cathedral Road  
Chennai – 600 086  
Tel: + 91 44 - 28110252

**AUDITORS**

S.H. Bhandari & Co.,  
Chartered Accountants  
No. 824, EVR Periyar Road,  
Kilpauk, Chennai - 600 010

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**PREMIER ENERGY AND INFRASTRUCTURE LIMITED**

Registered Office: 1st Floor, Karunai Kudil, 226 Cathedral Road, Chennai 600 086

Phone No. 044-28110252, Fax 044-28110254 Email: premierinfra@gmail.com

Website: www.premierenergy.in

CIN: L45201TN1988PLC015521

## **NOTICE CONVENING THE TWENTY FOURTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT 11.00 A.M ON THURSDAY, THE 10<sup>TH</sup> NOVEMBER, 2016 AT BHARATHIYA VIDHYA BHAVAN (MINI HALL) 18,20,22, EAST MADA STREET, MYLAPORE, CHENNAI-600 004 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Directors' Report and Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 and the reports of the Auditors thereon.
2. To appoint a Director in the place of Mr. Vikram Mankal (DIN:03097118) who retires by rotation and being eligible offers himself for reappointment and in this connection to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Vikram Mankal, Director (DIN: 03097118) retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

3. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fifth Annual General Meeting and to fix their remuneration and in this connection, to consider and if deemed fit, to pass 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S.H. Bhandari & Co, Chartered Accountants, Chennai bearing Firm Registration No:000438S as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twenty Fifth Annual General Meeting to be held in the year 2017 be and is hereby ratified on a remuneration of Rs.15 Lakhs (Rupees Fifteen Lakhs only) plus the applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them".

### **SPECIAL BUSINESS:**

4. To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 149 and 152, and other applicable and related provisions of the Companies Act, 2013 and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. M Narayanamurthi (DIN:00332455) who was appointed as an Additional Director of the Company by the Board of Directors with effect from November, 13 2015 and who holds office till the date of the Annual General Meeting and in terms of Section 161 of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. M. Narayamurthi as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

5. To consider and, if deemed fit, to pass the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to Sections 196,197,203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") 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 Act and subject to such consents, permissions, approvals, if any required, from any appropriate authority, consent of the members of the Company be and is hereby accorded to the appointment of Mr. M Narayanamurthi (DIN:00332455) as the Managing Director of the Company who is not liable to retire by rotation for a period of 2 years with effect from 13<sup>th</sup> November, 2015 to 12<sup>th</sup> November, 2017 at a remuneration including perquisites and upon and subject to the terms and conditions contained

in the agreement between the Company and Mr. M Narayanamurthi (DIN:00332455) placed before the meeting and as detailed in the Explanatory Statement attached to the Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the appointment including as to remuneration to Mr. M Narayanamurthi (DIN:00332455) from time to time to the extent the board of directors may consider necessary in accordance with the applicable provisions of the Act, Rules, Regulations and schedules thereunder for the time being in force, provided however that the remuneration after such alteration or variation does not exceed the limit specified under section 197 of the Act read with Schedule V to the Act.”

“**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the payment of the said remuneration to Mr. M Narayanamurthi (DIN:00332455) as minimum remuneration, even in the event of loss or inadequacy of profits of the company though the remuneration as such not exceeding the limits prescribed under Section II Part II of Schedule V to the Act and that the Board of Directors be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s), necessary or desirable in connection with or incidental or ancillary thereto for the purpose of giving effect to the aforesaid resolution including but not limited to seeking consent of the appropriate authority, as may be required.”

Terms and Conditions of the appointment as below:

**REMUNERATION:**

Component of Remuneration	Amount P.M.	Amount P.A.
Salary	2,00,000	24,00,000
<b>Total</b>	2,00,000	24,00,000

Apart from the above, he is also entitled for:

1. Free use of mobile phone and telephone at residence.
2. Provision of Car with driver.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable and related provision of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. R. Kohila (DIN:00966622) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> November, 2015 and whose term of office expires at this Annual General Meeting and in respect of whom the company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose Ms. R Kohila as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 13<sup>th</sup> November, 2015 up to 12<sup>th</sup> November, 2020 who is not liable to retire by rotation”

On behalf of the Board

M. NARAYANAMURTHI  
(DIN: 00332455)  
Managing Director

Place : Chennai  
Date : 21<sup>st</sup> August, 2016

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and Vote on a poll only instead of Him / Her. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than forty eight hours before the scheduled time of the commencement of 24<sup>th</sup> Annual General Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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 proxy for any other person or shareholder.



3. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
4. 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 not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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 AGM.
7. 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 AGM.
8. 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 authorizing their representatives to attend and vote on their behalf at the Meeting.
9. Additional information pursuant to Regulation 36 of the Listing Regulations viz. Soft Copy of full annual report to all those shareholders who have registered their email address(es) for the purpose, Hard copy of statement containing the salient features of all the documents as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholders who have not so registered, Hard copies of full annual reports to those shareholders, who request for the same inter-se are provided in the Explanatory Statement forming part of the notice.
10. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 3<sup>rd</sup> November, 2016 to Thursday, 10<sup>th</sup> November, 2016 (both days inclusive), for the purpose of Annual General Meeting.
11. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Cameo Corporate Services Ltd, Subramanian Building, No:1 Club House Road, Chennai-600002. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
12. Copies of the Annual Report 2016 are being sent by electronic mode only to all the members, who's Email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited, and have given consent for receiving communication electronically, copies of the Annual Report 2016 are being sent by electronic mode only. For members who have not registered their Email addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode.
13. The Notice of the 24<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose Email addresses are registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited, and have given consent for receiving communication electronically, the Notice of the 24<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their Email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report 2016 will also be available on the Company's website [www.premierenergy.in](http://www.premierenergy.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars M/s. Cameo Corporate Services Limited at [investor@cameoindia.com](mailto:investor@cameoindia.com).

15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

16. Voting through Electronic means

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) 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 e-voting').

(i) The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.

(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 Securities Limited (CDSL) as the Agency to provide e-voting facility.

(iv) The Board of Directors of the Company has appointed Mr. R Sridharan of Messrs. R Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

(v) Voting rights shall be reckoned on the paid up 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 3<sup>rd</sup> November, 2016.

(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. 3<sup>rd</sup> November, 2016 only shall be entitled to avail the facility of remote e-voting.

(vii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on, November 7, 2016 End of remote e-voting : Up to 5.00 p.m. (IST) on November 9, 2016.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon the expiry of the aforesaid period.

(ii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, within 48 hours 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.premierenergy.in](http://www.premierenergy.in) and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchange.

(iii) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. November 10, 2016.

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

**A.I. E-VOTING INSTRUCTIONS:-**

**A. IN CASE OF MEMBERS RECEIVING E-MAIL**

i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

ii. Click on Shareholders.

iii. 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.



- iv. 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](http://www.evotingindia.com) and voted on an earlier voting of 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or 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 as mentioned in instruction (iii).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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
- 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 EVSN for the relevant <Company Name> 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xvii. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- xix. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### A. Other Instructions

- i. The e-voting period commences on Monday, 7<sup>th</sup> November, 2016 at 9.00 a.m (IST) and ends on Wednesday 9<sup>th</sup> November 2016 at 5.00 p.m (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> November, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 3<sup>rd</sup> November, 2016.
- iii. The Board of Directors has appointed Mr. R Sridharan, practicing Company Secretary (Membership No. FCS 4775) of M/s. R Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and the polling in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access, after closure of the period for remote e-voting and before commencement of the meeting, to the details relating to members as the Scrutinizer may require except the manner in which they have cast their votes.

The results shall be declared on the date of the 24<sup>th</sup> Annual General Meeting or not later than 48 hours of conclusion of the meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.premierenergy.in](http://www.premierenergy.in) and, on the website of CDSL immediately after the declaration of results by the Chairman and the Company shall simultaneously forward the results to the stock exchanges on which its equity shares are listed for placing it on their respective websites.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. November 10, 2016.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM Nos. 4 & 5**

The Board of Directors, (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. M. Narayanamurthi (DIN: 00332455) as an Additional Director of the Company with effect from November 13, 2015.

**Brief Profile of the Director**

Mr. M Narayanamurthi aged 68 years is a Chartered Accountant, Cost Accountant and Company Secretary by qualification. He has taken over as Managing Director of Premier Energy and Infrastructure Limited on 13<sup>th</sup> November 2015. He has an experience of more than 35 years in Finance, General Management and Property Development areas.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. M Narayanamurthi (DIN:00332455) will hold office up to the date of the 24<sup>th</sup> Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. M Narayanamurthi (DIN:00332455) for the office of Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

The Company has received from Mr. M Narayanamurthi (DIN:00332455) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors have also appointed Mr. M Narayanamurthi (DIN:00332455) as the Managing Director of the company who is not liable to retire by rotation for a period of two years with effect from 13<sup>th</sup> November, 2015 to 12<sup>th</sup> November, 2017 at the remuneration including perquisites and upon and subject to the terms and conditions contained in the agreement between the company and Mr. M Narayanamurthi (DIN:00332455) placed before the meeting and as given below:

**TERMS OF APPOINTMENT:**

Mr. M. Narayanamurthi would hold office of Managing Director for a period of 2 years w.e.f November 13, 2015.

**REMUNERATION:**

Component of Remuneration	Amount P.M.	Amount P.A.
Salary	2,00,000	24,00,000
<b>Total</b>	2,00,000	24,00,000

Apart from the above, he is also entitled for:

1. Free use of mobile phone and telephone at residence.
2. Provision of Car with driver.

The resolutions under Item Nos. 4 & 5 seek the approval of members for the appointment of Mr. M Narayanamurthi as a Director and also as Managing Director of the Company for a period up to November 12, 2017 pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

**Memorandum of Interest**

No Director, Key Managerial Personnel or their relatives, except Mr. M Narayanamurthi, to whom the resolution relates, are interested or concerned in the resolution.

**Information as required under SEBI (LODR) Regulations, 2015**

Name	Mr. M Narayanamurthi
Age	68 years
Date of Appointment	13.11.2015
Qualifications	Chartered Accountant, Cost Accountant and Company Secretary
Expertise in functional areas	He has an experience of more than 35 years in Finance, General Management and Property Development areas
Directorships held in other public companies (Excluding foreign companies)	Nil
Membership / Chairmanship/Committees of other public companies (includes only Audit Committee and Stake holders Relationship Committee)	NIL
Shareholding in the company (No. of shares)	NIL
Inter se relationship with any director	Mr. Vikram Mankal, Director is the son of Mr. M Narayanamurthi

**Item No. 6**

The Board of Directors (based on the recommendation of the Nomination and Remuneration Committee) has appointed Ms. R Kohila (DIN:00966622) as an Additional Director of the Company with effect from 13<sup>th</sup> November, 2015.

**Brief Profile of the Director**

In terms of the provisions of Sections 149,150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment And Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Ms. R. Kohila (DIN:00966622), Director of the Company, is proposed to be appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for 5 consecutive years for a term upto November 12, 2020. The Company has received a notice in writing from a member proposing her candidature as a Director as required under Section 160 of the Companies Act, 2013 along with deposit of Rs.1,00,000/-.

A copy of the Draft letter of appointment to Ms. R Kohila as Independent Director setting out the terms and conditions is available for inspection without any fees at the Company's registered office during the normal business hours on any working day till the date of the Annual General Meeting.

**Memorandum of Interest**

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Ms. R Kohila (DIN:00966622) is concerned or interested in the resolution at item No:6 of the Notice.

**Information as required under SEBI (LODR) Regulations, 2015**

Name	R Kohila
Age	53 years
Date of Appointment	13.11.2015
Qualifications	A.C.A, M.B.A, P.G.D.I.T., C.F.A., CISA
Expertise in functional areas	Finance & General Management
Directorships held in other public companies (Excluding foreign companies)	NIL
Membership/Chairmanship/Committees of other public companies (includes only Audit Committee and Stake holders Relationship Committee)	NIL
Shareholding in the company (No of shares)	NIL
Inter se relationship with any director	NIL

The Board of Directors commend the Resolutions under Item No 6 for approval of the members.

On behalf of the Board

M. NARAYANAMURTHI

(DIN: 00332455)

Managing Director

Place : Chennai

Date : 21<sup>st</sup> August, 2016