



SHIVA TEXYARN LIMITED

A TECHNICAL TEXTILE COMPANY



India's No-1 & Most Trusted

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37th ANNUAL REPORT 2018

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BOARD OF DIRECTORS

Sri S V Alagappan	Chairman
Sri S V Arumugam	Director
Dr S V Kandasami	Director
Sri S K Sundararaman	Managing Director
Smt S Sujana Abirami	Director
Sri K N V Ramani	Director
Sri C S K Prabhu	Director
Sri S Palaniswami	Director
Dr K R Thillainathan	Director
Sri S Marusamy	Director

AUDITORS

M/s. Deloitte Haskins & Sells LLP
Chartered Accountants
Coimbatore - 641 018

INTERNAL AUDITORS

M/s B M & Associates
Chartered Accountants
Coimbatore - 641 018

COST AUDITOR

Sri M Nagarajan
Cost Auditor
Coimbatore - 641 018

REGISTERED OFFICE

252, Mettupalayam Road
Coimbatore - 641 043
Tamilnadu
Phone : 91-422-2435555
Fax : 91-422-2434446
E-mail : secretary@shivatex.co.in
Website : www.shivatex.co.in
CIN : L65921TZ1980PLC000945

CHIEF FINANCIAL OFFICER

Sri C Krishnakumar

COMPANY SECRETARY

Sri R Srinivasan

BANKERS

Canara Bank
Indian Overseas Bank
ICICI Bank Ltd
UCO Bank
State Bank of India
R B L Bank Ltd
Bank of Baroda
Karur Vysya Bank
Axis Bank Limited
HDFC Bank Limited

SHARE TRANSFER AGENT

M/s. SKDC Consultants Ltd
Kanapathy Towers
3rd Floor, 1391/A-1 Sathy Road
Ganapathy, Coimbatore - 641 006



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 37th Annual General Meeting of the Members of the Company will be held at Nani Kalaiarangam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641037 on Monday the 24th September, 2018 at 10.30 A.M to transact the business set out in the agenda given below:

You are requested to make it convenient to attend the meeting.

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Sri S V Arumugam (DIN 00002458) who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution :**

In partial modification of the earlier resolution passed in this regard **RESOLVED THAT** the term of office of present Auditors viz., M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru (Firm Registration No: 117366W/W-100018) be continued till 41st Annual General Meeting without the requirement of ratification of their appointment by shareholders every year, in terms of Section 139(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

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 in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable provisions, if any, consent of the shareholders of the Company be and is hereby accorded for continuation of Directorship of Sri S V Alagappan (DIN 00002450) as a Non-Executive Director of the Company who has attained the age of 75 years and whose office is 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 in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable provisions, if any, consent of the shareholders of the Company be and is hereby accorded for continuation of Directorship of Dr S V Kandasami

(DIN 00002470) as a Non-Executive Director of the Company who has attained the age of 75 years and whose office is 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 in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable provisions, if any, consent of the shareholders of the Company be and is hereby accorded for continuation of present term of Directorship of Sri K N V Ramani (DIN 00007931) as a Non-Executive Independent Director of the Company who has attained the age of 75 years.

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

RESOLVED THAT in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable provisions, if any, consent of the shareholders of the Company be and is hereby accorded for continuation of present term of Directorship of Sri S Palaniswami (DIN 00007901) as a Non-Executive Independent Director of the Company who attains the age of 75 years during the tenure of his present appointment.

9. 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 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of Audit Committee the remuneration of ₹1,00,000/- (Rupees One Lakh only) (besides reimbursement of out of pocket expenses incurred by him for the purpose of Audit) payable to Sri M Nagarajan, Cost Auditor (Firm Registration No. 102133), as approved by the Board of Directors for conducting the Audit of the Cost Records of the Company for the Financial Year ending 31st March 2019, be and is hereby ratified and confirmed.

Coimbatore
28th May, 2018

By Order of the Board
S V ALAGAPPAN
CHAIRMAN
(DIN 00002450)



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
2. Proxies, in order to be effective, should be deposited with the Company, forty eight hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business in respect of items starting from 5 to 9 of the Agenda are annexed hereto.
4. Previous year figures are given in brackets for the purpose of comparison.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 18.09.2018 to 24.09.2018 (both the days are inclusive).
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
7. The dividend, if declared, will be paid to those members whose names appear on the Register of Members of the Company as on 17.09.2018. In respect of dematerialized shares, dividend will be paid on the basis of the beneficial ownership furnished by the National Security Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 17.09.2018.
8. The dividend remaining unclaimed for a period of 7 years pertaining to the period 2009-2010 has been transferred to the IEPF account and the investors may claim the same from the Central Government as per the applicable provisions. Dividend unclaimed in respect of the period 2010-11 will be transferred to Investor Education and Protection Fund established under Section 125 of the Companies Act, 2013.
9. Members are requested to bring their copy of the Annual Report along with them to the meeting.
10. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a meeting. Please note that the voting through electronic means is optional for the members.
11. The voting through electronic means will commence on 21.09.2018 at 10.00 a.m and will end on 23.09.2018 at 5.00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter.
12. The Company has appointed Mr. R Dhanasekaran, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.

13. The instructions for shareholders voting electronically are as under:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. The voting period begins on 21.09.2018 at 10.00 AM and ends on 23.09.2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.09.2018, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
2. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
3. Click on "Login" tab, available under 'Shareholders' section.
4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
5. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
6. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

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"> Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB	<p>Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said Demat Account or folio number in dd/mm/yyyy format.</p>
Dividend 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 No.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).



If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

7. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
8. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
10. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
12. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- * During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - * Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - * In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
13. Kindly note that members can opt for only one mode of voting i.e., either by voting at the venue or through remote e-voting. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote thro remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the venue.
 14. In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report and Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company / Depository Participants unless member has requested for a hard copy of the same.
 15. The Route Map of the Venue of the Annual General Meeting is attached to the Proxy Form/Attendance Slip.

Coimbatore
28th May, 2018

By Order of the Board
S V ALAGAPPAN
CHAIRMAN
(DIN 00002450)



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 5

Sri S V Alagappan (DIN 00002450) is holding the office as Chairman and Non-Executive Director of the Company, has attained the age of 75 years and considering his vast experience in the field of Textile Industry and valuable contribution to the Company, special resolution is set-out in the notice for the approval of shareholders to continue his tenure of Directorship.

The Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 in Regulation 17 (1A), has mandated vide its notification dated 9th May, 2018, that no Director shall continue the Directorship as Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the members for this purpose.

The Board considers that his continued association would be benefit to the Company and it is desirable to continue to avail services of Sri S V Alagappan as Chairman and Non-Executive Director. Accordingly, the Board recommends the resolution in relation to continuation of Sri S V Alagappan, as Chairman and Non-Executive Director for the approval by the shareholders of the Company, who has already attained the age of 75 years.

Except Sri S V Alagappan, Sri S V Arumugam, Dr S V Kandasami and Sri S K Sundararaman, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested either financially or otherwise, in the resolution set out at Item No. 5.

ITEM 6

Dr. S V Kandasami (DIN 00002470) was appointed as a Non-Executive Director of the Company at the Annual General Meeting held on 25th December 2017, has attained the age of 75 years and considering his rich experience in the Medical field and general management, special resolution is set-out in the notice for the approval of shareholders.

The Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 in Regulation 17 (1A), has mandated vide its notification dated 9th May, 2018, that no Director shall continue the Directorship as Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the members for this purpose.

The Board considers that his continued association would be benefit to the Company and it is desirable to continue to avail services of Dr S V Kandasami as Non-Executive Director. Accordingly, the Board recommends the resolution in relation to continuation of Dr. S V Kandasami as Non-Executive Director for the approval by the shareholders of the Company, who has already attained the age of 75 years.

Except Dr S V Kandasami, Sri S V Alagappan and Sri S V Arumugam, and Sri S K Sundararaman, 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.