



THIRU AROORAN SUGARS LIMITED
ANNUAL REPORT 2014 - 15

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Board of Directors

Mr R V Tyagarajan

Chairman and Managing Director

Mr V Thirupathi

Mrs Malathi Ram Tyagarajan

Mr R Vijayaraghavan

Chief Financial Officer and Company Secretary

Mr R R Karthikeyan

Bankers

- Development Credit Bank Ltd
- IDBI Bank Ltd
- ICICI Bank Ltd
- Punjab National Bank
- State Bank of India
- Standard Chartered Bank
- UCO Bank
- Union Bank of India

Auditors

M/s. S.N.S. Associates

Chartered Accountants

No. 12, 11th Cross Street, Indira Nagar

Chennai - 600 020.

Registered Office

Eldorado, Fifth Floor,
112, Nungambakkam High Road,
Chennai - 600 034
CIN: L15421TN1954PLC002915
Phones : 2827 6001, 2827 8267
Fax : 044-2827 0470

59th Annual Report 2014-15

Financial Highlights

(₹ lakhs)

For the Year	2004-05 #	2005-06	2006-07	2007-08	2008-09 #	2010	2011-12 #	2012-13	2013-14	2014-15
Profit and Loss Account:										
Total Income	33,921.58	33,371.19	31,732.15	31,458.56	70,514.55	46,730.28	59,104.59	34,783.05	19,375.56	28,671.83
Total Expenditure	28,713.77	27,603.68	30,682.86	27,593.95	57,340.50	42,529.81	54,966.81	30,586.69	15,786.73	29,654.63
PBITD	5,207.81	5,767.51	1,049.29	3,864.61	13,174.05	4,200.47	4,137.78	4,196.36	3,588.83	(982.80)
Interest	1,948.21	1,723.96	1,919.80	2,224.44	3,708.85	2,769.21	2,353.95	2,336.69	4,523.57	5,265.13
Depreciation	1,443.58	1,149.91	1,232.53	1,234.89	1,696.38	1,265.19	1,722.91	1,383.76	1,539.90	784.37
Profit before extraordinary items	1,816.02	2,893.64	(2,103.04)	405.28	7,768.82	166.07	60.92	475.91	(2,474.64)	(7,032.30)
Extraordinary Items	72.90	349.05	84.94	-	-	-	-	-	-	-
PBT	1,743.12	2,544.59	(2,187.98)	405.28	7,768.82	166.07	60.92	475.91	(2,474.64)	(7,032.30)
Tax	679.53	996.73	(765.13)	255.74	3,614.55	110.95	(2.83)	236.49	(879.12)	(2,310.04)
PAT	1,063.59	1,547.86	(1,422.85)	149.54	4,154.27	277.02	63.75	239.42	(1,595.52)	(4,722.26)
EPS (Rs.)	9.40	13.68	(12.57)	1.32	29.37	2.45	0.45	2.12	(14.10)	(41.73)
Balance Sheet:										
Gross Block	22,814.33	23,729.18	26,112.55	27,242.83	28,662.07	29,361.83	32,125.44	35,679.44	37,685.33	37,877.39
Net Block	12,985.69	12,813.95	14,018.26	14,093.16	13,826.63	13,311.68	14,369.29	16,581.85	17,071.45	17,494.21
Loan Funds	16,860.82	17,874.98	16,122.56	16,635.88	23,345.37	23,489.02	16,497.50	17,850.44	26,596.16	29,543.07
Net Worth	11,085.56	11,134.82	9,711.97	9,861.51	13,486.18	13,763.20	13,826.94	14,066.36	12,470.84	7,582.53
Book value per Share (Rs)	97.96	98.39	85.82	87.14	119.17	121.62	122.18	124.30	110.20	67.00

15 Months

Shareholders' information

Date and Venue of Annual General Meeting

Tuesday, December 15, 2015 at 10.30 A.M. at the Obul Reddy Hall at Vani Mahal, 103, G.N. Chetty Road, T.Nagar, Chennai 600 017.

Financial Calendar

The Financial Year of the Company is from April to March. Financial Reporting for the Quarter Ended

June 30, 2015	On or before August 14, 2015
September 30, 2015	On or before November 14, 2015
December 31, 2015	On or before February 14, 2016
March 31, 2016	On or before May 30, 2016

Date of Book Closure

The Register of Members and the Share Transfer Books of the Company will remain closed from December 09, 2015 to December 15, 2015 (both days inclusive).

Share Price Movements

The high and low prices of the Company's shares on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited between April 2014 and March 2015 are as under:

Month	Bombay Stock Exchange		National Stock Exchange	
	High Rs.	Low Rs.	High Rs.	Low Rs.
April 2014	67.90	61.00	68.55	62.10
May 2014	76.35	55.15	79.35	58.50
June 2014	82.85	71.95	81.35	70.85
July 2014	77.50	66.50	77.00	64.55
August 2014	65.00	52.15	68.45	51.70
September 2014	62.70	50.00	62.00	50.60
October 2014	64.80	41.05	72.00	43.15
November 2014	51.00	42.15	51.00	42.50
December 2014	52.00	38.25	50.00	39.10
January 2015	55.20	38.20	55.25	38.10
February 2015	42.60	34.00	41.90	35.45
March 2015	40.90	24.55	38.00	24.60

Listing and Trading of Company's Equity Shares

The Company's Equity Shares are listed on the following Stock Exchanges in India. The Company has paid the annual renewal fees upto March 31, 2015 to all the Stock Exchanges on which its Equity Shares are listed.

Name and address of the Stock Exchange	Stock Code	Market Lot
National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051.	THIRUSUGAR	One Equity Share
Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001.	507450	One Equity Share

Dematerialisation of Equity Shares

The trading in the Company's Equity Shares on the specified Stock Exchanges has to be compulsorily settled in the electronic form by all the investors. The Company has entered into tripartite agreement along with the Registrar and Share Transfer Agents of the Company with two depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Equity Shares of the Company have been admitted for dematerialisation by these depositories with the International Securities Identification Number (ISIN) - INE 409A01015. Members desiring to know further details may contact the Depositories at the following address:

National Securities Depository Limited
Trade World, A Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Mumbai - 400 001.

Registrars and Share Transfer Agents

M/s. Integrated Enterprises (India) Limited
2nd Floor, Kences Towers, No 1, Ramakrishna Street
North Usman Road, T. Nagar, Chennai 600 017
Tel : 044 - 2814 0801
Fax : 044 - 2814 2479
Email : corpserve@integratedindia.in

Integrated Enterprises (India) Ltd, a SEBI registered Registrar & Share Transfer Agent (R&T Agent), maintains all work related to share registry in terms of both physical and electronic shareholding as mandated by SEBI vide its Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002.

Share Transfer System

As already stated, the Company's shares are traded on the Stock Exchanges compulsorily in demat mode. Therefore, investors/shareholders are requested to kindly note that physical documents, viz., Demat Request Forms (DRF) and Share Certificates, etc. should be sent by their Depository Participants (DPs) directly to the Share Transfer Agents. Any delay on the part of the DPs in sending the DRF and the Share Certificates beyond 21 days from the date of generation of the Demat Request Number (DRN) by the DP will be rejected /cancelled. This is being done to ensure that no demat requests remain pending with the Share Transfer Agent beyond a period of 30 days. Investors / Shareholders should, therefore, ensure that their DPs do not delay sending the DRF and Share Certificates to the Share Transfer Agent after generating the DRN.

Nomination Facility

Section 72 of the Companies Act, 2013 and the Rules prescribed thereunder viz. Companies (Share Capital and

Debentures) Rules, 2014 provide for nomination of shares. The shareholders can nominate a person with whom the shares shall vest in the event of death of the shareholders. The nomination can be made only by individuals holding shares of the Company either in sole name or jointly with another (not exceeding one joint holder). The nominee shall be an individual. In the case of nominee being a minor, he/she may be represented by his/her natural guardian or a Court appointed guardian. The transfer of shares in favour of a nominee shall be a valid discharge by the Company against the legal heirs. The nomination shall stand rescinded upon transfer of shares. The nomination by a shareholder can be changed or cancelled at any time by giving due notice and upon execution of a fresh nomination form. Shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.

Communication

All share transfers should be forwarded to the Registrars & Share Transfer Agents of the Company. All communications should be forwarded to the Registered Office of the Company, marked to the attention of the Company Secretary. Share Transfers will normally be registered and returned within 15 days from the date of receipt of correct documents.

Investors' complaints/grievances not resolved within 30 days should be addressed to the Chairman and Managing Director for redressal.

Distribution of Shareholding

No. of Equity Shares held	As on March 31, 2015				As on March 31, 2014			
	No. of Share holders	% of Share holders	No. of Shares held	% Share holding	No. of Share holders	% of Share holders	No. of Shares held	% Share holding
1 - 100	3561	68.88	205111	1.81	2985	74.24	184344	1.63
101 - 200	557	10.77	97262	0.86	395	9.82	66962	0.59
201 - 500	481	9.30	177472	1.57	282	7.01	102881	0.91
501 - 1000	249	4.82	195478	1.73	148	3.68	114622	1.01
1001 - 5000	256	4.95	548112	4.84	159	3.96	359426	3.18
5001 - 10000	28	0.54	200864	1.77	21	0.52	156271	1.38
10001 and above	38	0.74	9892425	87.42	31	0.77	10332218	91.30
Total	5170	100.00	11316724	100.00	4021	100.00	11316724	100.00

Categories of Shareholding

Category	As on March 31, 2015				As on March 31, 2014			
	No. of Share holders	% of Share holders	No. of Shares held	% Share holding	No. of Share holders	% of Share holders	No. of Shares held	% Share holding
Promoters	8	0.15	7051909	62.31	8	0.20	7051709	62.31
Mutual Funds	1	0.02	100	0.00	1	0.02	100	0.00
Banks & Financial Institutions	2	0.04	2300	0.02	2	0.05	2300	0.02
FII's	2	0.04	250400	2.21	2	0.05	250400	2.21
Corporates	164	3.17	1363176	12.05	107	2.66	1523307	13.46
Individuals (including clearing members)	4960	95.94	1918947	16.96	3864	96.10	1654387	16.30
NRIs/OCBs	33	0.64	729892	6.45	37	0.92	834521	7.38
Total	5170	100.00	11316724	100.00	4021	100.00	11316724	100.00

Plant locations : **Tirumandankudi**
Papanasam Taluk
Thanjavur District
Tamil Nadu
Pincode : 612 301

A. Chittur
Virudhachalam Taluk
Cuddalore District
Tamil Nadu
Pincode : 606 105

Other useful information for Shareholders:

In terms of Section 205A of the erstwhile Companies Act, 1956, unclaimed equity dividend for the financial year(s) upto 1993-94 has been transferred to the General Revenue Account of the Central Government. Shareholders who have so far not claimed or collected their dividend for the said financial year(s), may claim the same from the Registrar of Companies, Tamil Nadu by submitting an application in the prescribed form.

In terms of Section 205A of the erstwhile Companies Act, 1956, unclaimed equity dividend for the financial year(s) 1994-95, 1995-96, 1996-97, 1997-98, 1998-99 and 2005-06 has been transferred to the Investor Education and Protection Fund of the Central Government. It may be noted that no claims shall lie against the Company in respect of such amounts and no payment shall be made against such claims subsequent to the date of the aforesaid transfer. Pursuant to the provisions of Investor and Education

Protection Fund (Uploading of Information regarding unpaid and unclaimed dividend lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 29, 2014 (date of the last Annual General Meeting) on the website of the Ministry of Corporate Affairs.

The Unpaid / Unclaimed dividend for the 15 month period ended December 31, 2009 will be transferred in March 2017. A sum of Rs. 2,63,820 remains unclaimed as on date of this report out of dividend declared at Rs.4/- per share for the aforesaid financial year. Shareholders who have not encashed the Dividend Warrant are advised to contact the Company

Investor correspondence

All queries on the Annual Report and other clarifications may be addressed to the Registered Office of the Company at
"Eldorado", 5th floor
112, Nungambakkam High Road
Chennai - 600 034.
Phone : 2827 6001
Fax : 2827 0470
Email : secretarial@tasugars.in

Disclosure of Information pursuant to Clause 49 VIII E1 of the Listing Agreement

Disclosure of Information to shareholders pursuant to Clause 49 VIII E1 of the Listing Agreement pertaining to reappointment of Director is furnished as part of the Notice convening the Annual General Meeting.

Dear Shareholders,

Your Directors present their 59th Annual Report on the working of the Company for the year ended March 31, 2015.

	(₹ in lakhs)	
	2014-15	2013-14
Profit / (Loss) before Interest & Depreciation	(982.80)	3,588.83
Less : Interest and Finance Charges	5,265.13	4,523.57
Depreciation	784.37	1,539.90
Profit / (Loss) before Tax	(7,032.30)	(2,474.64)
Less : Provision for Taxation		
- Deferred Tax	(2,310.04)	(879.12)
Profit / (Loss) after Tax	(4,722.26)	(1,595.52)
Balance brought forward from previous year	1,905.27	3,500.79
Surplus / (Loss) carried to Balance Sheet	(2,816.99)	1,905.27

Dividend :

In view of the loss for the year, no dividend is being recommended.

Operations :

The operations for the period under report reflect the performance of the Sugar and Distillery Divisions. The overall performance of the Company was severely impacted by uneconomical realizations on sale of sugar. This was further exacerbated by significant reduction in quantum of cane crushed as compared to the previous year. The aforesaid factors have together contributed to the Company reporting an unprecedented Loss of Rs.472.23 million as against Loss After Tax of Rs.159.55 million for the previous year.

Sugar:

The performance of the Sugar Division was impaired by severe drought conditions in the command area of both sugar mills. As a result, the aggregate quantity of sugarcane crushed by both the factories during the year was lower at 5.24 lakh MTs as against 7.15 lakh MTs crushed during the previous year, though the combined sugar recovery was higher at 8.90 % as against 8.42% recorded in the previous year.

The Government of India fixed the Fair and Remunerative Price (FRP) of sugarcane for 2013-14 season at Rs.2,100/- per MT linked to average recovery of 9.5%, which translated to an FRP of Rs.2,100/- per MT for both the Tirumandankudi and the A.Chittur units.

However, with a view to enthusing farmers to plant more sugarcane for the 2013-14 season and having regard to the sugar prices ruling at the start of the season, the Company announced payment of Rs.2,250/- per MT for both the units, as against the State Advised price of Rs.2,550/- per MT linked to average recovery 9.5%. This apart, the Company has borne the entire cost of cane transport, the additional burden of which worked out to Rs.129/- per MT.

As against 60,371 MTs of sugar produced during the previous year, production for the year under review aggregated to 46,617 MTs.

Distillery:

The performance of the Distillery during the year has been gratifying. Alcohol production of 11,975 KL during the year, was almost the same as compared to 11,844 KL during the previous year and likewise, average realisation on sale of alcohol during the year was also higher as compared to the previous year.

Prospects for the 2014-15 season:**Sugar:**

The Government of India fixed the Fair and Remunerative Price (FRP) of sugarcane for 2014-15 season at Rs.2,200/- per MT linked to average recovery of 9.5%, which translates to an FRP of Rs.2,200/- per MT for both the Tirumandankudi and the A Chittur units. Thereafter, the Government of Tamil Nadu announced the State Advised Price (SAP) for the 2014-15 season at Rs.2,550/- per MT linked to average recovery of 9.5%. Since the SAP announced for 2014-15 season was way beyond the paying capacity of the industry, especially in the absence of any matching sugar realizations, the private sector sugar mills in the State continued to plead with the State Government, as in the previous year, for grant of suitable financial reliefs to facilitate payment of State Advised Price. Though, effective November 01, 2014, the State Government removed the levy of Purchase Tax on sugarcane (Rs.60/- per MT), this relief was more than offset by the simultaneous introduction of VAT @ 5% (and consequent CST @ 2%) on sale of sugar. This new impost had the instantaneous impact of rendering sugar produced in Tamil Nadu non-competitive even within Tamil Nadu, vis-à-vis sugar produced in the large-surplus States of Karnataka and Maharashtra, neither of which levy VAT / CST. With unabated inflow of sugar from these States, the sugar mills in Tamil Nadu suffered a severe erosion in selling price as well as offtake. Several representations made on behalf of the private mills, seeking waiver of the VAT levy, went unheeded, which in turn seriously impaired the ability of the sugar mills to pay any price in excess of FRP. Left with no other option, the private mills, through their Association, moved a Writ Petition before the Hon'ble High Court of Madras seeking quashing of the Government Order fixing SAP. Pending disposal of the Writ, the private mills have agreed to pay an additional price of Rs.100/- per MT of sugarcane, over and above the FRP.

While so, the severe drought conditions prevailing across the State, consequent upon the third consecutive failure of the monsoons in 2014, have not only taken a heavy toll on cane yields and cane availability for the 2014-15 season, but also severely impacted planting of cane for supply during the 2015-16 season.

Sugar production in the country during 2014-15 season is estimated at 28.3 million MTs, which is in excess of projected domestic offtake of 25.1 million MTs. With production in excess of consumption for the fifth successive season, even considering the export of 1.1 million MTs, the closing stock is estimated at 9.6 million MTs. Hence, sugar prices in the domestic market have continued to remain at unviable levels. As a result, the entire industry has been subject to severe financial hardship during the year, which, in turn has led to accumulation of cane arrears at a record high.

In order to mitigate the financial crisis faced by the industry at large, so as to reduce the mounting cane price arrears, the Central Government has extended the following reliefs during the year under review:

- i) Incentive of Rs.4,000/- per MT for the production and export of raw sugar for 2014-15 season.
- ii) Hike in the import duty on sugar from 25% to 40%.
- iii) Soft Loan for cane payment with 10% interest subvention

The aforesaid reliefs, however, are only short term palliatives at best, with no permanent solution, in the form of linkage of cane price to sugar realizations, in sight.

Distillery:

The steep reduction in cane crushing in the State during the 2014-15 season has had a significant impact on molasses and alcohol prices. Since the Company has built up adequate stocks of molasses and is also holding large stocks of alcohol, the performance of the Distillery is expected to be better compared to the financial year under review.

Subsidiary and Associate Companies:

The subsidiary Company viz. Terra Energy Ltd recorded a turnover of Rs.150.95 million and reported a Profit of Rs.5.25 million for the year as against a turnover of Rs.229.35 million and Profit of Rs.6.43 million for the previous year. The Associate Company viz. Shree Ambika Sugars Ltd recorded a turnover of Rs.3101.28 million and reported a Loss of Rs.803.61 million for the year as against a turnover of Rs.3132.7 million and Loss of Rs.273.49 million for the previous year.

Consolidated Financial Statements:

The Consolidated Financial Statements of the Company prepared in terms of Section 129 of the Companies Act, 2013 read with the Companies (Accounts), Rules, 2014 and as per the Listing Agreement, together with a separate statement containing the salient features of the financial performance of the subsidiary and associate companies and the Report of the Auditors thereof form part of the Annual Report.

As required under Section 136 of the Companies Act, 2013, the Annual Report of the Company containing its standalone and consolidated financial statements and the Annual Accounts of the subsidiary and associate Companies and the related detailed information have been placed on the website of the Company www.tasugars.in.

The audited financial statements of the subsidiary and associate companies will be available for inspection by any shareholder at the Registered Office of the Company during the business hours upto the date of the Annual General Meeting. A copy of the audited financial statements of the subsidiary and associate companies will be made available to the shareholders of the Company on receipt of a request.

Directors and Key Managerial personnel:

Pursuant to Section 152 of the Companies Act, 2013, Mrs Malathi Ram Tyagarajan, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. As required under Clause 49 of the Listing Agreement, details of her qualification, expertise etc., are furnished in the Notice convening the forthcoming Annual General Meeting

The Company has received declarations from the Independent Directors confirming that they meet the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Independent Directors were fully kept informed of the Company's operations in all its segments. During the year under review, a separate meeting of Independent Directors was held on March 25, 2013. As required u/s 134 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors has evaluated its own performance and the performance of the various Committees of the Board and also the Directors individually.

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a Policy for selection and appointment of Directors and Key Managerial Personnel and the criteria for determining qualifications, positive attributes and independence of Directors. Policy on selection of Directors and Remuneration Policy is stated in the Corporate Governance Report.

Six meetings of the Board of Directors were held during the year and the details thereof are given in the Report on Corporate Governance.

Directors' Responsibility statement:

Pursuant to Section 134(3)(c), the Directors confirm:

- i) that in the preparation of the Annual Accounts for the Year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on March 31, 2015 and of the Loss of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts on a going concern basis;
- v) that the Directors have laid down internal financial controls to be followed by the Company and that the said internal financial controls are adequate and are operating effectively; and
- vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems are adequate and operating effectively.

Corporate Governance and Management Discussion and Analysis Reports:

The Corporate Governance and Management Discussion and Analysis Reports form an integral part of this Report and are set out as **Annexure I** and **II** to this Report. The Certificate from the Auditors of the Company certifying compliance of conditions of Corporate Governance stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges is also annexed to the Report on Corporate Governance.

Fixed Deposits:

26 Deposits aggregating to Rs.0.958 million due for repayment on or before March 31, 2015 were not claimed by the depositors on that date. As on the date of the Report, deposits aggregating to Rs.0.204 million thereof have been claimed and paid. The Company has discontinued acceptance of deposits from the public since April 01, 2014. As required under Section 74 of the Companies Act, 2013, deposits outstanding as on March 31, 2014 have been repaid along with interest due thereon on the due date or within one year from April 01, 2014, whichever is earlier.

Auditors**Statutory Auditors:**

The Company at its 58th Annual General Meeting (AGM) held on September 29, 2014 appointed M/s. S.N.S. Associates, Chartered Accountants, Chennai, having Firm Registration No.006297S allotted by The Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office for three consecutive years from the conclusion of the aforesaid AGM, subject to ratification at every AGM. The Auditors' Report for the year ended March 31, 2015 does not contain any qualification or adverse remark and the same is attached with the Annual Report. The Company has obtained certificate under Section 141 of the Companies Act, 2013 from M/s. S.N.S. Associates confirming their eligibility for being the Statutory Auditors of the Company for the Financial Year 2015-16.

Cost Auditors:

As per the Companies (Cost Records and Audit) Rules, 2014, Company's cost accounting records are subject to Cost Audit. The Board of Directors, on the recommendation of the Audit Committee, have appointed M/s. Vaasan Co., Cost Accountants, as the Cost Auditor to audit the cost accounting records maintained by the Company for the Financial Year 2015-16, on a remuneration of Rs.60,000/-, apart from Service Tax and reimbursement of travel and out-of-pocket expenses that they may incur in connection with the audit. The Company has received certificate from M/s. Vaasan Co. confirming their eligibility as required under Section 141 of the Companies Act, 2013. As required under the Companies Act, 2013, a resolution seeking ratification of the Shareholders, for payment of remuneration as above approved by the Board of Directors, is included in the Notice convening the Annual General Meeting.