



THIRU AROORAN SUGARS LIMITED
ANNUAL REPORT 2016 - 17

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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

- State Bank of India
- DCB Bank Ltd
- IDBI Bank Ltd
- ICICI Bank Ltd
- Punjab National Bank
- 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

THIRU AROORAN SUGARS LIMITED

CIN: L15421TN1954PLC002915

Regd. Office: "Eldorado" - 5th Floor 112, Nungambakkam High Road, Chennai - 600 034

Website: www.tasugars.in, E-mail id: secretarial@tasugars.in

Phone: 044 - 28276001, 28270915, Fax : 044-28270470

Notice to Shareholders

NOTICE is hereby given that the 61st Annual General Meeting of the Shareholders of the Company will be held at 10.45 A.M. on Saturday, September 30, 2017 at the Mini Hall, The Music Academy Madras, 168 T.T.K. Road, Royapettah, Chennai - 600 014, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt

- i) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and
- ii) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Report of the Auditors thereon.

2. Reappointment of retiring Director

To appoint a Director in the place of Mrs Malathi Ram Tyagarajan (DIN 00938836), Director, who retires by rotation and being eligible offers herself for reappointment.

3. Appointment of Statutory Auditors

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

RESOLVED THAT pursuant to 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 reenactment thereof, for the time being in force), and as recommended by the Audit Committee and the Board of Directors of the Company, M/s. Guru & Ram, LLP, Chartered Accountants, Chennai, having Firm Registration No. 09723S/S200039 allotted by the Institute of Chartered Accountants of India, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 66th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 66th Annual General Meeting, and that the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to them on the recommendation of the Audit Committee each year.

SPECIAL BUSINESS:

4. Reappointment of Managing Director

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

RESOLVED that pursuant to Section 196 and other applicable provisions of the Companies Act, 2013 read with Schedule V or any other amendments thereto or re-enactments thereof and subject to

necessary approval, if any, consent of the Company be and is hereby accorded for the reappointment of Mr. R V Tyagarajan as the Managing Director of the Company for a period of five years from November 01, 2017 on such terms and conditions as per details provided in the Explanatory Statement annexed to this Notice.

5. Reappointment of Independent Director

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

RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. V Thirupathi (DIN-00024627), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five years from the date of this Annual General Meeting (2017) till the date of the 66th Annual General Meeting (2022) of the Company (both dates inclusive).

6. Ratification of remuneration of Cost Auditor

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

RESOLVED that the Company do hereby confirm and ratify, in terms of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration approved by the Board of Directors, on the recommendation of the Audit Committee, for M/s. Vaasan & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2017-18 at Rs.75,000/- (Rupees Seventy Five Thousand only), exclusive of travel and out-of-pocket expenses incurred for purpose of such audit.

7. Approval for Mortgage of Immovable Assets of the Company

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

RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to mortgage / or charge by the Board of Directors of the Company of all the immovable and movable properties of the Company, both present and future, as and by way of pari passu second charge in favour of ICICI Bank Limited / Trustee of the Lender, to secure the Credit Facility of Rs.8.84 crores (Rupees Eight crores and eighty four lakhs only) sanctioned by them, together with interest at the agreed rates and other monies payable by the Company to the Bank in terms of the Agreements entered into/ to be entered into by the Company in respect of the aforesaid Credit Facility.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

By order of the Board
for THIRU AROORAN SUGARS LIMITED



R R Karthikeyan
Company Secretary

Place : Chennai
Date : August 14, 2017

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A Proxy form is attached. Instrument of proxy form for use at the above meeting must be lodged at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.

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. A member holding more than ten percent 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 member.

2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the appointment of Statutory Auditors under Item no.3 and the Special Business under Items no.5, 6 and 7 is annexed hereto.
3. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a statement containing particulars of the Director retiring by rotation/seeking reappointment is attached herewith.
4. Members holding shares in physical form are requested to notify/send details of their bank account, e-mail id etc in case the same has not been furnished earlier or any change in their registered address/ e-mail id/NECS mandate/bank details etc., to the Company or its Registrar and Share Transfer Agent (RTA), M/s. Integrated Registry Management Services Private Limited, 2nd Floor, "Kences Towers", No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, quoting their folio numbers. Members holding shares in demat form are requested to notify/send the aforesaid details to their respective Depository Participant (s)
5. In terms of the Circular issued by SEBI, it is mandatory to furnish a copy of PAN card to the Company/ RTA in the following cases viz. transfer of shares, deletion of name and transposition of shares and transmission of shares held in physical form. Shareholders are requested to furnish copy of PAN card for all the aforesaid transactions.
6. Pursuant to Regulation 36(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 20,101 and 136 of the Companies Act, 2013, Notice of the AGM along with the Annual Report for the Financial Year 2016-17 are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report and the Notice of the 61st AGM will also be available on the Company's website **www.tasugars.in**
7. Voting facilities
 - i) Remote e-Voting:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is offering e-Voting facility to its members in respect of business to be transacted at the 61st Annual General Meeting which includes remote e-Voting (i.e. voting electronically from a place other than the venue of the general meeting). For this purpose, the Company has entered into an Agreement with National Securities Depository Ltd (NSDL) for facilitating e-Voting as the Authorised Agency to provide e-Voting process. Instructions and other information relating to remote e-Voting are given infra.

ii) The Company also offers the facility for voting through polling paper at the Annual General Meeting.

A shareholder can choose only one of the aforesaid two options.

8. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend the meeting.
9. Members are requested to bring their copies of the Annual Report to the meeting.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

M/s. S.N.S. Associates, Chartered Accountants shall cease to hold office as the Statutory Auditors of the Company at the conclusion of this Annual General Meeting. As per Section 139 of the Companies Act, 2013, they are not eligible for reappointment.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at the Meeting held on August 14, 2017 have, subject to the approval of the Shareholders of the Company, appointed M/s. Guru & Ram, LLP, Chartered Accountants, Chennai (Firm Registration No.09723S/S200039) as the Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting until the conclusion of the 66th Annual General Meeting. M/s. Guru & Ram, LLP a reputed Firm of Chartered Accountants, has extensive experience in providing audit and consultancy services to leading companies.

The Company has received consent from M/s. Guru & Ram for their appointment as the Statutory Auditors of the Company and the requisite Certificate, as required u/s 139 and 141 of the Companies Act, 2013 confirming their eligibility for being the Statutory Auditors of the Company.

Memorandum of Interest

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any manner concerned or interested, financially or otherwise, in the Resolution.

The Directors recommend the Resolution for approval by the Shareholders.

Item No. 4

Mr. R V Tyagarajan was appointed as Managing Director of the Company initially for a period of 5 years from November 01, 1982 and thereafter has been reappointed for further 5-year terms and accordingly his period of office expires on October 31, 2017. Pursuant to the recommendation of the Nomination and Remuneration Committee and keeping in view his expertise and rich experience in the business activities of the Company, the Board of Directors at their Meeting held on August 14, 2017, has reappointed Mr R V Tyagarajan as Managing Director of the Company for a further period of 5 years from November 01, 2017.

It may be noted that Mr. R V Tyagarajan has been reappointed as Chairman and Managing Director of Shree Ambika Sugars Ltd (SASL) an Associate Company of SASL, for a period of 5 years with effect from April 01, 2017 and the terms of remuneration payable to him will be approved by the Shareholders of SASL at the ensuing Annual General Meeting to be held on September 27, 2017. Effective April 01, 2002, Mr. Tyagarajan has opted not to draw any remuneration from Thiru Arooran Sugars Ltd. On the same basis, in view of his concurrently holding the position of Chairman and Managing Director, SASL, with full benefits of remuneration, Mr. Tyagarajan will not be claiming any remuneration from the Company.

As per the provisions of Section 196 of the Companies Act, 2013, the appointment of Mr. R V Tyagarajan as Managing Director as aforesaid will be subject to approval by a Resolution of the Shareholders in the General Meeting. The Directors recommend that the Resolution be passed.

This may be treated as an abstract of the terms of service of Mr. R V Tyagarajan, Managing Director, effective November 01, 2017 under Section 196 of the Companies Act.

Memorandum of Interest

No Director other than Mr. R V Tyagarajan and Mrs. Malathi Ram, related to Mr. R V Tyagarajan, is concerned or interested in the Resolution.

Item No. 5

Mr. V Thirupathi, a Non-Executive Independent Director of the Company has been appointed under Section 149 of the Companies Act, 2013 for a term of three consecutive years from September 29, 2014 being the date of the 58th Annual General Meeting (2014) till the date of the 61st Annual General Meeting (2017) of the Company. Accordingly, his term of office as Independent Director of the Company will expire on the date of the ensuing Annual General Meeting.

A notice has been received from a Member proposing Mr. V Thirupathi for reappointment as an Independent Director of the Company. Mr. V Thirupathi, as a finance professional, had held senior positions at ICICI Bank and has wide and varied experience. In the opinion of the Board of Directors of the Company, Mr. V Thirupathi fulfills the conditions specified in the Companies Act, 2013 and the Rules prescribed thereunder for his reappointment as an Independent Director of the Company, for the second term of five years.

Copy of the draft letter of appointment, setting out the terms and conditions, would be available for inspection by the Members at the Registered Office of the Company at any time during business hours on any working day. The Board considers that Mr. V Thirupathi's continued association would be of immense value to the Company and accordingly recommends the Resolution for approval by the shareholders of the Company.

Memorandum of Interest

Mr. V Thirupathi is interested in the resolution set out as item no.5 of the Notice with regard to his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution. This Explanatory Statement may be regarded as a disclosure under Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Vaasan Co., Cost Accountants, as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company relating to Sugar and Alcohol for the Financial Year 2017-18, at a remuneration of Rs.75,000/- exclusive of travelling and out-of-pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, ratification of the Shareholders is being sought for payment of remuneration as above to M/s. Vaasan Co., Cost Accountants, in terms of the approval of the Board of Directors.

Memorandum of Interest

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Directors recommend the Resolution for approval by the Shareholders.

Item No. 7

ICICI Bank Ltd, Chennai has sanctioned Credit Facility of Rs.8.84 crores to meet the Working Capital requirements of the Company. As per the terms of sanction, the aforesaid Credit Facility is to be secured, inter alia, by a pari-passu second charge on the whole of the immovable and movable assets of the Company, present and future.

Since mortgaging by the Company of its immovable assets as aforesaid in favour of the Bank may be regarded as the disposal of the Company's assets/undertaking, it is necessary for the Members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 and accordingly the requisite Special Resolution is proposed for the consent of the Members and the Directors recommend the same for approval.

Memorandum of Interest

None of the Directors or Key Management Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the resolution.

By order of the Board
for THIRU AROORAN SUGARS LIMITED



R R Karthikeyan
Company Secretary

Place : Chennai
Date : August 14, 2017

Details of Directors seeking reappointment at the Annual General Meeting to be held on September 30, 2017, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

| | |
|--|--|
| 1. Name | Mrs Malathi Ram Tyagarajan |
| Date of Birth | April 26, 1958 |
| Date of Appointment | September 19, 1995 |
| DIN | 00938836 |
| Experience in specific functional areas | Corporate Director |
| Qualification | Graduate in Commerce |
| Directorships in other listed companies | Nil |
| Chairman/Member of the Committee of the Board of Directors of the Company | Nomination and Remuneration Committee - Member Finance Committee - Member |
| Chairman / Member of the Committee of the Board of Directors of other Companies in which she is a Director | Audit Committee: Terra Energy Ltd - Member Finance Committee: Shree Ambika Sugars Ltd - Member Nomination and Remuneration Committee: Shree Ambika Sugars Ltd - Member Terra Energy Ltd - Member |
| No of shares held in the Company | 2,88,072 Equity Shares |
| Inter-se relationship with any Director | Related to Mr R V Tyagarajan, Chairman and Managing Director, as his wife. |

| | |
|---|--|
| 2. Name | Mr. R V Tyagarajan |
| Date of Birth | November 30, 1950 |
| Date of Appointment | May 31, 1982 |
| DIN | 02266945 |
| Experience in specific functional areas | Engineering and Business Management |
| Qualification | Graduate in Chemical Engineering from IIT, Madras and a Master of Science in Management from the Sloan School of Management, M.I.T, (U.S.A.) |
| Directorships in other listed companies | Nil |
| Chairman/Member of the Committee of the Board of Directors of the Company | Share Transfer Committee - Member Finance Committee - Chairman Audit Committee - Member |