

NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the members of Yuken India Limited will be held at Woodlands Hotel Pvt. Ltd., No.5, Raja Ram Mohan Roy Road, Bangalore-560025 on 9th September, 2014 at 11.00 AM to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, as Auditors to hold office for a period of three years from the conclusion of this Annual General Meeting up to the conclusion of forty first Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting) and on such remuneration as shall be fixed by the Board of Directors.

For this purpose, to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of Forty First Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, and on such remuneration as shall be fixed by the Board of Directors."

B. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152(6), Section 160 and all other applicable provisions of the Companies Act, 2013 ('the Act') if any, Mr. Osamu Tanaka (holding DIN: 03618881), a Non-executive Non-Independent director, who was appointed as a director of the Company not liable to retirement by rotation in the 35th Annual General Meeting of the Company held on 3rd September, 2011 be and is hereby appointed/continue as a Non-executive Non-Independent director of the Company liable to retirement by rotation and that the consent of the Company be and is hereby accorded to change the status/category/tenure of appointment of Mr. Osamu Tanaka from 'director not liable to retirement by rotation' to 'the director liable to retirement by rotation'."

5. To appoint Mr. Shiro Hattori (DIN: 06939850) as a Director to fill up the vacancy of the retiring director Mr. Y Mukaide (DIN: 02293643) who retires at this Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as on Ordinary Resolution:

"RESOLVED THAT Mr. Shiro Hattori (DIN: 06939850) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in the vacancy of Mr. Y Mukaide (DIN: 02293643), who retires at this Annual General Meeting."

6. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act,2013, Dr. Premchander (DIN: 02415558), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting."

7. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, R Srinivasan (DIN: 00043658), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting."

8. 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 Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, Capt. N S Mohanram (DIN 02466671), be and hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting.

9. To approve the payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e., directors other than the Managing Director and/or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for a further period of five years commencing from 1st April, 2014."

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

REGISTERED OFFICE:

PB 16, Whitefield Road
Whitefield
Bangalore 560 066

By order of the Board

C P Rangachar
Managing Director.

Place: Bangalore

Date: Date: 29th May 2014

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her and such proxy need not be a member of the Company. The Instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 04/09/2014 to 08/09/2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 15 days in advance from the date fixed for the Annual General Meeting to enable the Management to keep the information ready.
4. Members are requested to intimate to the Company changes, if any, in their registered addresses at an early date.
5. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend through ECS. In case of any change in the bank particulars, kindly contact the respective depository accounts for effecting the changes.
8. Under section 205A(5) of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to the Investor Education and Protection Fund of the Central Government and under Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund, in respect of Individual amount/s which remained unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 am and 1.00 pm up to the date of the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.**
12. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the members facility to exercise their right to vote at the 38th Annual General Meeting by electronic means through e-voting services provided by Karvy Computershare Pvt. Ltd.

PROCEDURE FOR E-VOTING

1. In case of member receives an email from Karvy [applicable to members whose email IDs are registered with the Company / Depository Participant(s)]

- (i) The said email contains your user ID and Password / PIN for e-voting. Please note that the password is an initial password.
- (ii) To use the following URL for e-voting: <https://evoting.karvy.com>
- (iii) Enter the login credentials (please refer to the user id and initial password mentioned in the Attendance Slip / via e-mail forwarded through electronic notice.) mpany / Depository Participant(s):

User –ID	<p>For Shareholder(s)/Beneficial Owner(s) Holding Shares in Demat Form:-</p> <p>For NSDL:- 8 characters DP ID followed by 8 Digits Client ID</p> <p>For CDSL:- 16 Digits Beneficiary ID</p> <p>For Members holding shares in Physical Form:- Folio Number registered with the Company</p>
Password	Your unique password is printed on the AGM Attendance slip / via e-mail forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iv) After entering the details appropriately, click on LOGIN.
 - (v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) You need to login again with the new credentials.
 - (vii) On successful login, system will prompt to select the "EVEN" (E-voting Event Number) Yuken India Limited (the number is provided in the Attendance Slip / via e-mail forwarded through the electronic notice). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
 - (viii) On the voting page, you will see Resolution Description against the same and enter the number of shares as on the cut-off date (8th August, 2014) under FOR/AGAINST or alternately you may enter partially any number FOR and partially AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
 - (ix) 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.
 - (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send the scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email to scrutinizer@yukenindia.com or evoting@yukenindia.com with a copy to evoting@karvy.com.
2. In case a member receives physical copy of the notice of AGM (applicable to members whose email IDs are not registered with the Company / Depository Participant(s) are requesting physical copy)
- (i) Enter the login credentials (please refer to the user id and initial password mentioned in the attendance slip of the AGM).

- (ii) Please follow all steps from Sl.No.1 (i) to (xi) above, to cast vote.
3. The e-voting period commences on 02 September 2014 at 9.00 am and will end at 6.00 pm on 04 September 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 08, 2014, may cast their vote electronically. The e-voting module will be disabled on 04 September 2014 at 6.00 pm.

Other Instructions:

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of <https://evoting.karvy.com>.
- (ii) If you are already registered with Karvy Computershare Pvt. Ltd. for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- (iv) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 8th August, 2014.
- (v) Mr. Abhijith C, Practicing Company Secretary (Membership No. 28305) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (vii) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yukenindia.com and on the website of Karvy Computershare Pvt. Ltd. within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
14. Electronic copy of the Notice of the 38th 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 to all the members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4

The present composition of the Board of Directors of the Company consists of three Independent Directors and three Non-Independent directors. Out of the Non-Independent Directors, two Directors namely Mr.Osamu Tanaka, Non –Executive and Non-Independent Director and Mr. C P Rangachar, Managing Director were appointed as non-retiring Directors being the Directors who are not liable to retirement by rotation at the Annual General Meeting.

Section 152 of the Companies Act, 2013 ('the New Act') which deals with composition of 'retiring' and 'non-retiring' of the Board of Directors of a company was notified by the Government on April 01, 2014. In accordance with the provisions of section 152 of the new Act, out of the three Non-Independent directors on the Board of Directors of the Company, two directors will be 'retiring' directors and one director will be 'non-retiring' director. As such, it is decided that Mr. Osamu Tanaka, who was appointed as a non-retiring director in the 35th Annual General Meeting of the Company held on 2nd

September, 2011 will continue and appointed as 'retiring' director of the Company so that the composition of Board of directors of the Company shall be in line with the requirements of Section 152 of the new Act.

The detailed profile of Mr. Osamu Tanaka, Directorship positions held by him in other companies is included separately in this Notice.

The Board of Directors commend passing of the resolution set out in item No.4 of the Notice.

Except Mr. Osamu Tanaka, no other director, Key Managerial Personnel and relatives thereof are concerned or interested in this Resolution.

Item No.5

The Company has received a representation from Yuken Kogyo Company Limited; Japan (the parent company) to appoint Mr. Shiro Hattori as a director of the Company in place of Mr. Y Mukaide, whose nomination has been withdrawn due to his retirement.

The Company has received requisite notice from a member under section 160 of the new Act, proposing the candidature of Mr. Shiro Hattori to be appointed as a retiring director in the forthcoming Annual General Meeting.

The detailed profile of Mr. Shiro Hattori, Directorship positions held by him in other companies is included separately in this Notice.

Item No. 6 to 8

The Company in compliance to the requirements of clause 49 of the Listing Agreement entered into with the stock exchanges has appointed Independent Directors at various dates. Dr. Premchander, Mr. R Srinivasan and Capt. N S Mohanram are presently, the Independent Directors on the Board. As per the provisions of section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and is not liable to retire by rotation.

Dr. Premchander, Mr. R Srinivasan and Capt. N S Mohanram are non-executive directors of the Company, have given declarations to the Board that they meet the criteria for independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under, for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Brief profile of the Independent Directors is given below.

Item No.9

Under the Act, directors have been entrusted with new responsibilities to make their role more objective. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should commensurate with their increased role, responsibilities and duties.

Section 197 of the Act provides for payment of remuneration to the directors who are neither Managing Directors nor whole time Directors (i.e., non-executive directors) shall not exceed 1% of the net profits of the Company.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate to the Non-executive Directors (other than Managing Director/Whole time Director) may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their shareholding, if any, in the Company, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the shareholders.

Details of Directors seeking appointment /re-appointment at the forthcoming AGM.

Particulars	Mr.Osamu Tanaka	Mr.R Srinivasan	Capt.N S Mohanram	Dr. Premchander	Mr.Shiro Hattori
Date of Birth	03/06/1946	10/09/1941	10/04/1936	16/02/1954	20/09/1947
Date of appointment	02/09/2011	29/06/1995	30/05/2005	30/05/2005	09/09/2014
Qualifications	Bachelor's degree of Accounting from Chuo University	Graduate in Mechanical Engineering (BE Hons.)	B Tech (Hons) in Naval Architecture from IIT, Khargapur. Post. graduate in warship design (UK) MBA (Faculty of Management Studies) New Delhi.	Post Graduate in Msc Chemistry from Delhi University and Fellow, Indian Institute of Management (IIMB), Ahmedabad, PhD-Finance & Control.	Graduate in Mechanical Engineering.
Expertise	Joined Yuken Kogyo Ltd. (Y K C) in 1982. Worked as Director from 1983 to 1986 in YKC, Brasil. Finance Manager of Nihon Cylinder from 1986 to 1988, Manager Production from 1988 to 1992, General Manager-Finance from 1996 to 1999 Director, West sales Department from 1999 to 2007, Executive Director from 2007 to 2009, Senior Managing Director from 2009 to 2011, President from 2011 till date.	Managed Widia India Limited as Managing Director from 1981 to 1994 and transformed to become a market leader. Past Chairman of CII, Karnataka, Governing Council of CMTI, Bangalore. Past President of Greater Mysore Chamber of Commerce and IMTMA Founder member of TQM Division started by CII in 1987. Closely associated with IMTMA and involved in establishing Bangalore International Exhibition Centre.	In Indian Navy, he has designed a number of warships and other crafts. Developed India's indigenous major warship INS Godavari. He was Head of Divisions in Mukund Group. He is recipient of major awards such as VKRV Rao Gold Medal and Das Gupta Gold Medal for standing first in MBA. Vishist Seva Medal for designing INS Godavari from Rashtrapathi. Fellow of Indian National Academy of Engineering (INAE)	Work experience includes State Bank of India as Officer commercial and Industrial Advances, Reliance consultancy (p) Ltd. involving in organizational development, Shrishma Fine Chemicals & Pharmaceuticals Limited, in setting up of Management Systems and building the Organization. In IIMB as Associate Professor-Finance & Control.	Joined Yuken Kogyo Co. Ltd. Japan in 1966. Worked in Manufacturing Department till 1980. Worked in R & D for five years Worked in Quality Assurance Department, Production Department in various capacities for about more than 10 years and in 2013 appointed as Managing Director
Directorships held in other public Companies	NIL	ACE Designers Ltd. Kirloskar Oil Engines Ltd. Murugappa Morgan Thermal Ceramics Ltd. Nettu Technical Training Foundation TTK Prestige Ltd. TTK Healthcare Ltd. Sundaram Fasteners Ltd. Sterling Abrasives Ltd.,	NIL	NIL	NIL
Membership/ Chairmanship of committees of other public Companies	NIL	Audit Committee Chairman for Sundaram Fasteners Ltd and ACE Designers Ltd. Audit Committee member for TTK Prestige Ltd., Kirloskar Oil Engines Ltd., Remuneration Committee Member for TTK Prestige Ltd	NIL	NIL	NIL
No of shares held in the Company	NIL	NIL	NIL	NIL	NIL

RESOLUTIONS TO BE PASSED AT THE AGM

1. To consider and adopt the audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. For this purpose, to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of Forty First Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, and on such remuneration as shall be fixed by the Board of Directors.”
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152(6), Section 160 and all other applicable provisions of the Companies Act, 2013 ('the Act') if any, Mr. Osamu Tanaka (holding DIN: 03618881), a Non-executive Non-Independent director, who was appointed as a director of the Company not liable to retirement by rotation in the 35th Annual General Meeting of the Company held on 3rd September, 2011 be and is hereby appointed/continue as a Non-executive Non-Independent director of the Company liable to retirement by rotation and that the consent of the Company be and is hereby accorded to change the status/category/tenure of appointment of Mr. Osamu Tanaka from 'director not liable to retirement by rotation' to 'the director liable to retirement by rotation'.”
5. To appoint Mr. Shiro Hattori (DIN: 06939850) as a Director to fill up the vacancy of the retiring director Mr. Y Mukaide (DIN: 02293643) who retires at this Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Shiro Hattori (DIN: 06939850) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in the vacancy of Mr. Y Mukaide (DIN: 02293643), who retires at this Annual General Meeting.”
6. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, Dr. Premchander (DIN: 02415558), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting.”
7. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, R Srinivasan (DIN: 00043658), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting.”
8. 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 Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, Capt. N S Mohanram (DIN 02466671), be and hereby appointed as a non-executive and Independent director of the Company who hold office for a term of five consecutive years from the conclusion of this Annual General Meeting.
9. To approve the payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e., directors other than the Managing Director and/or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for a further period of five years commencing from 1st April, 2014.”