

4. Appointment of Smt. Sujatha Sivakumar (DIN 08536232) as Non Executive Independent Director of the company

Smt Sujatha Sivakumar was appointed as an Additional Director (Non Executive Independent) of the Company with effect from 14th August 2019, holds office up to the date of the ensuing Annual General Meeting of the Company, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. The Board is of the view that the appointment of Smt Sujatha Sivakumar on the Company's Board as Non Executive Independent Director is desirable and would be beneficial to the Company. Resolution for this purpose is placed for consideration of members for approval by an ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt Sujatha Sivakumar herself, is in any way concerned or interested, in the resolution

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

“RESOLVED THAT pursuant to approval of the Board of Directors in their meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Smt. Sujatha Sivakumar (**DIN No08536232**) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 24th September 2019 to 23rd September 2024.”

RESOLVED FURTHER THAT P.Umayal, Chairman cum Managing Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

7. Re-appointment of Sri A ALAGAPPAN (DIN 00363600) as a Non Executive Independent Director of the Company

Shri A.Alagappan, was appointed as a Non Executive Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 09th December 2019. Since, all the Independent Directors will complete their initial term as an Independent Director of the Company on 09th December 2019; they are eligible for re-appointment for one more term. The Board is of the view that the re appointment of Independent Director on the Company's Board as Non Executive Independent Director would be beneficial to the Company. Resolution for this purpose is placed for consideration of members for approval by Special resolution.

None of the Directors, Key managerial personnel or their relatives is concerned or interested in the Resolution other than Shri A.Alagappan.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Sri A ALAGAPPAN (DIN 00363600) whose current period of office is expiring on 9th December 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 10th December, 2019 upto 9th December, 2024.”

RESOLVED FURTHER THAT P.Umayal, Chairman cum Managing Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

8. Re-appointment of SHRI S RAVICHANDRAN (DIN 00759455) as a Non Executive Independent Director of the Company

SHRI S RAVICHANDRAN, was appointed as a Non Executive Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 09th December 2019. Since, all the Independent Directors will complete their initial term as an Independent Director of the Company on 09th December 2019; they are eligible for re-appointment for one more term. The Board is of the view that the re appointment of Independent Director on the Company's Board as Non Executive Independent Director would be beneficial to the Company. Resolution for this purpose is placed for consideration of members for approval by Special resolution.

None of the Directors, Key managerial personnel or their relatives is concerned or interested in the Resolution other than SHRI S RAVICHANDRAN.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of SHRI S RAVICHANDRAN (**DIN 00759455**) whose current period of office is expiring on 9th December 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 10th December, 2019 upto 9th December, 2024.”

RESOLVED FURTHER THAT P.Umayal, Chairman cum Managing Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

9. Re-appointment of Shri SUBBIAH (DIN 02131140) as a Non Executive Independent Director of the Company

Shri SUBBIAH, was appointed as a Non Executive Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 09th December 2019. Since, all the Independent Directors will complete their initial term as an Independent Director of the Company on 09th December 2019; they are eligible for re-appointment for one more term. The Board is of the view that the re appointment of Independent Director on the Company's Board as Non Executive Independent Director would be beneficial to the Company. Resolution for this purpose is placed for consideration of members for approval by Special resolution.

None of the Directors, Key managerial personnel or their relatives is concerned or interested in the Resolution other than Shri SUBBIAH.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of SUBBIAH (DIN 02131140) whose current period of office is expiring on 9th December 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 10th December, 2019 upto 9th December, 2024.”

RESOLVED FURTHER THAT P.Umayal, Chairman cum Managing Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

DETAILS OF THE INDEPENDENT DIRECTORS

Name	Sujatha Sivakumar	A Alagappan	S Ravichandran	PL.Subbiah
DIN No.	08536232	00363600	00759455	02131140
Date of Birth & Age	06.09.1972 (47years)	07.07.1956 (63 Years)	23.01.1946 (73 Years)	12.04.1969 (50 Years)
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	14.08.2019	29.09.1996	27.08.2010	27.08.2010
Relation with other Director	Nil	-	-	None
Qualification	BA Corporate Secretary ship	BBA	B.E.,M.B.A	B.E
Experience		38 Years in Business	40 Years in Business	25 years in Business
No. of Shares held	Nil	100	8234	NIL
List of Directorships held in other Companies	Nil	NIL	NIL	Egston Electronics (India) Limited
Chairman/Member of the Committees of the Board of other companies in which he/she is Director	Nil	Audit Committee and Nomination and Remuneration Committee	Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Share Transfer Committee	NIL