

NOTICE

Notice is hereby given pursuant to Section 96 and other applicable provisions of the Companies Act, 2013 that the 30th Annual General Meeting of the Company relating to the financial year ended 31st March 2024 is scheduled to be held on Saturday, the 21st September, 2024 at 4.00 P.M. at the registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To adopt audited financial statements together with reports thereon

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2024 and the connected schedules, notes together with the reports of the Directors and Auditors thereon.

2. To appoint Auditors and fix their remuneration

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including amendments and modifications, if any, M/s. Ponraj & Co., Chartered Accountants, Trichy [Firm Registration No. 002672S], be and are hereby appointed as the Statutory Auditors of the Company for a period of five years [for the financial years 2024-25 to 2028-29] i.e., till the conclusion of the Annual General Meeting to be held in the year 2029 at a remuneration to be mutually decided and agreed by the Board and the Auditors together with GST, if any, plus re-imbursment of all out of pocket expenses incurred by the Auditors for the purpose of the Audit.”

SPECIAL BUSINESS

3. Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Aarif & Associates, Cost Accountants (Registration No.002122), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2024-25, be paid the remuneration of Rs.45,000 (excluding out of pocket, traveling expenses and GST).”

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

4. Re-appointment of Mr. S. Mani as Managing Director

To consider and if thought fit to pass the following Resolutions as **Special Resolutions** with or without modifications:

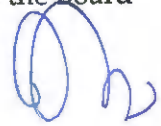
"RESOLVED THAT pursuant to Section 196(3) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including modifications and amendments, if any, approval be and is hereby given to continue the appointment of Mr. S. Mani (DIN: 00254199) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from the conclusion of the ensuing AGM (2024) till the conclusion of the AGM to be held in the year 2029, at a remuneration of Rs.2,30,000/- per month."

"RESOLVED FURTHER THAT in addition to remuneration as abovementioned, Mr. S. Mani shall also be eligible for bonus, incentives, leave, gratuity, provident fund and other benefits, perquisites and allowances."

"RESOLVED FURTHER THAT the remuneration payable to Mr. S. Mani, shall be altered/ varied during his term of office within the provisions of the Companies Act, 2013, subject to the condition that the remuneration payable to him shall not exceed Rs.5,00,000/- per month together with bonus, incentives, leave, gratuity, provident fund and other benefits, perquisites and allowances."

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

By order of the Board



S. Mani

Managing Director
DIN:00254199

Place : Trichy
Date : 30-08-2024

Notes:

- a. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

- b. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
- c. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- d. Members are requested to notify change of address, if any, to the Registered Office.
- e. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business - Item No.3

The Company is engaged in the business of production of crude, unrefined rice bran oil which could not be consumed directly since there are further procedures and refinements are involved to make the oil as edible. Hence there was an ambiguity about the applicability of the Customs Tariff Act Heading as specified in the Table B of Rule 3 of the Companies (Cost Records and Audit) Rules, 2014. However in order to adhere to better Corporate Governance Practices, it is proposed to conduct the cost audit for the F.Y. 2024-25 since the turnover of the Company for the F.Y. 2023-24 has crossed Rs.100 Crores as required under the provisions of Section 148 of the Companies Act, 2013. While the remuneration for the audit of cost records is determined by the Board of Directors, it will have to be ratified by the Members at the following Annual General Meeting. The approval of Central Government is no longer required under the new Law. Pursuant to the above, the Board of Directors have appointed M/s. Aarif& Associates, Cost Accountants (Registration No.002122), for the audit of cost records of the Company for the financial year 2024-25 and determined the remuneration at Rs.45,000/- (excluding out of pocket, traveling expenses and GST), incurred in connection with the Audit. It is now placed for the approval of the Members in accordance with Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The resolutions as set out in agenda item no.3 above are recommended to be passed by the members by way of Ordinary Resolutions. It is declared pursuant to Section 102 of the Companies Act, 2013 that none of the Directors or Relatives of the Directors is interested or concerned in any manner in the said Resolution.

It is further declared with reference to the proviso to sub-section 2 of Section 102 of the Companies Act, 2013 that the proposed resolution does not have any bearing with the business of any other Company. All relevant papers and documents relating to the subject matters of the meeting notice are open for inspection during business hours on all working days at the Registered Office of the Company till the date of the Annual General Meeting.

Special Business - Item No.4

Mr. S. Mani (DIN: 00254199) is the Managing Director of the Company. He has crossed the age limit of 70 years, as specified under Section 196(3) of the Companies Act, 2013. He was re-appointed as the Managing Director of the Company at the AGM held on 30-09-2019 for a period of 5 years.

Considering the services offered by Mr. S. Mani, the Board decided to continue his services as the Managing Director for another period of 5 years as stipulated under Section 196(3) of the Companies Act, 2013 at such remuneration/ benefits/ increments as specified in the resolution no. 4 above. The Company being a private limited entity the provisions of Sections 197, 198 and Part-II of Schedule V are not applicable to the Company.

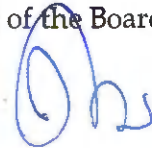
The Resolution as set out in agenda item no.4 above is recommended to be passed by the members by way of Special Resolution. Both the Directors viz., Mr. S. Mani and Mr. S. P. Jayachandran are deemed to be interested in the proposed resolution.

The Resolutions and the relevant Explanatory Statement may be treated as an abstract of the terms of re-appointment of Mr. S. Mani, as the Managing Director in terms of Section 190 of the Companies Act, 2013.

It is further declared with reference to the proviso to sub-section 2 of Section 102 of the Companies Act, 2013 that the proposed resolutions do not have any bearing with the business of any other company.

The particulars of Mr. S. Mani as required under Clause 1.2.5 of the Secretarial Standards on General Meetings is given as Annexure-1 to this Notice.

By order of the Board



Place : Trichy
Date : 30-08-2024

S. Mani
Managing Director
DIN: 00254199

Annexure - 1

Brief particulars of Mr. S. Manias required under Clause 1.2.5 of the Secretarial Standards on General Meetings

Sl. No.	Particulars	Mr. S. Mani
1.	Age	76
2.	Qualification	Graduate
3.	Experience	More than 45 years of business experience
4.	Terms and conditions of appointment	To be continued as Managing Director of the Company in accordance with Section 196(3) of the Companies Act, 2013.
5.	Remuneration sought to be paid	As stated in resolution no.4 above
6.	Remuneration last drawn	Rs.27,60,000
7.	Date of first appointment on the Board	21-10-2004
8.	Shareholding in the Company	6,00,000 equity shares
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. S. P. Jayachandran
10.	Number of Meetings of the Board attended during 2023-24	5
11.	Other Directorships, Membership / Chairmanship of Committees of other Boards	Nil

By order of the Board

S. Mani

Managing Director

DIN: 00254199

Place : Trichy
Date : 30-08-2024