



# Orient Green Power Company Limited

Registered Office: 4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmi Pathi Road, Egmore, Chennai-600008  
Corporate Identity Number: L40108TN2006PLC061665  
Ph: 044-49015678, Website: www.orientgreenpower.com

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## Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

To

The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory modifications or re-enactment thereof for the time being in force, that the resolutions appended below is proposed to be passed as special resolution by way of postal ballot / electronic voting.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot Form, to all the members physically and in addition, through e-mail to all members who have a registered e-mail ID, for consideration and consent.

Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. The members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer on or before the close of working hours on March 26, 2019 (Tuesday). Ballots received after the close of working hours on March 26, 2019 shall be treated as if the reply from the shareholders has not been received.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the Company is providing e-voting facility through Central Depository Services (India) Limited. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote before 5.00 PM on March 26, 2019 (Tuesday) as CDSL will disable e-voting on the resolutions thereafter.

The Board of Directors has appointed Mrs. B. Chandra, Practicing Company Secretary, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

The scrutinizer will submit the report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on March 27, 2019 (Wednesday) at the Registered Office of the Company and be published on the Company’s website.

### **SPECIAL BUSINESS:**

#### **1. To Approve for continuation of current term of Mr. N Rangachary as a Chairman, Independent Non-Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to Mr. N.Rangachary (DIN: 00054437) who has already attained the age of 75 years to continue as a Chairman, Independent Non-Executive Director of the Company till the expiry of his existing term ie. upto 13<sup>th</sup> August 2020.”

#### **2. To Approve re-appointment of Maj. Gen. A L Suri (Retd.) as an Independent Non-Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded for re-appointment of Maj. Gen. A L Suri (Retd.) (DIN: 00009532), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment for second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and that he shall not be liable to retire by rotation.”

### **3. To Approve re-appointment of Mr. R Ganapathi as an Independent Non-Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. R Ganapathi (DIN: 00103623), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and that he shall not be liable to retire by rotation”.

**By order of the Board of Directors**

**January 24, 2019  
Chennai**

**P. Srinivasan  
Company Secretary**

#### **Notes:**

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. The Board has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot and e-voting process in accordance with the law and in a fair and transparent manner.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before March 26, 2019 (Tuesday). Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
4. The shareholders are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.
5. The Special resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is three times than the votes, if any, against the said resolutions.
6. The Scrutinizer will submit the report to either Mr. Venkatachalam Sesha Ayyar, Managing Director or Mr. P. Srinivasan, Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. Venkatachalam Sesha Ayyar, Managing Director or Mr. P. Srinivasan, Company Secretary or any one of the Directors of the Company on March 27, 2019 (Wednesday) at 3.00 p.m. at the registered office of the Company at Sigappi Achi Building, 4<sup>th</sup>Floor, 18/3 Rukmini Lakshmiipathi Road, Egmore, Chennai-600008. The date of declaration of the postal ballot result will be taken to be the date of passing of the Special Resolution.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.orientgreenpower.com/> and on the CDSL website <https://www.evotingindia.co.in/> within forty eight hours of the conclusion of the Postal Ballot Process on or before March 29, 2019 and communicated to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

9. Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e- Voting, then do not vote by Physical Ballot also and vice versa.

**10. Notes for E-voting:**

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI LODR Regulations, the Company is pleased to offer E-Voting facility through E-voting services provided by Central Depository Services (India) Limited (CDSL), for its Members to enable them to cast their votes electronically.
- b. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (February 15, 2019) may approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.
- c. Voting rights of each member shall be reckoned as on the cut-off date which is February 15, 2019 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

**The instructions for shareholders voting electronically are as under:**

**A: In case of members receiving e-mail (for members whose e-mail address are registered with the Company/ Registrars)**

- (i) The voting period begins on February 25, 2019 (Monday) (10.00 a.m. IST) and ends on Tuesday, March 26, 2019 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 15, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “ORIENT GREEN POWER COMPANY LIMITED”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **B: VOTING THROUGH POSTAL BALLOT**

**In case of members receiving the physical copy of Notice by post (for members whose e-mail address are not registered with the Company/ Registrars)**

Please follow all the steps from S. No. (i) to S. No. (xix) to cast vote mentioned above.

- (i) The Company is providing the facility of ballot form in terms of Rule 22 of the Companies (Management &

Administration) Rules, 2014, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions is enclosed along with the Postal Ballot Notice. The last date for receiving the ballot form will be March 26, 2019 (Tuesday) (5.00 p.m.). Ballot forms received after this date shall not be considered.

- (ii) In case of any difficulty in voting, the Equity Shareholder may contact Mr. P. Srinivasan, Company Secretary at phone no.044-49015678 or email at p.srinivasan@orientgreenpower.com or helpdesk.evoting@cdslindia.com.

**By order of the Board of Directors**

**January 24, 2019  
Chennai**

**P. Srinivasan  
Company Secretary**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated January 24, 2019 and shall be taken as forming part of the notice.

As required under Section 102 and other applicable provisions of the Companies Act, 2013 to the extent applicable, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider and approve the resolutions mentioned above:

### **Item No. 1**

#### **To approve for continuation of current term of Mr. N Rangachary as a Chairman, Independent Non-Executive Director**

As per applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide circular dated 9<sup>th</sup> may 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution.

Mr. N Rangachary Chairman, Independent Non-Executive Director of the Company has joined the Board of Directors of the Company in 27<sup>th</sup> March 2010. Pursuant to Section 149 (11) of the Companies Act, 2013, Mr. N Rangachary was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto August 13, 2020, by the Members of the Company in the Annual General Meeting held on 14<sup>th</sup> August 2015. Though Mr. N Rangachary can hold office under the erstwhile resolution, since he has attained the age of 75 years pursuant to SEBI LODR (Amendment) Regulations, 2018 which require special resolution for continuance of Mr. N Rangachary as an Independent Non executive Director upto August 13 2020.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 24, 2019 approved the continuance of Mr. N Rangachary Chairman & Independent Non-Executive Director, who has attained the age of 75 years, subject to the approval of shareholders.

#### **Brief resume of the director and Nature of his expertise in specific functional areas:**

Mr. N. Rangachary is a fellow member of the Institute of Chartered Accountants of India, Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He holds National Diploma in Commerce from All India Institute of Technical Education, New Delhi. He has about 46 years of experience in the field of insurance and financial services. He joined the Indian Revenue Services in 1960 and was appointed as the Chairman of Central Board of Direct Taxes in June 1995. He retired from this position in July 1996 and was appointed as the Chairman of the Insurance Regulatory and Development Authority ("IRDA") in August 1996. On IRDA becoming an autonomous body in April 2000, he was made as its first Chairman and subsequently retired in June 2003. He was awarded "International Insurance Man of the Year" in 1999. He has also served as the adviser to the Finance Department of the Government of Andhra Pradesh between November 2003 and November 2008. He is also an honorary member of the Indian Institute of Actuary.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. N Rangachary as a Chairman, Independent Non-Executive Director.

**Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:**

Name of the Director	Mr. N Rangachary
DIN	00054437
Date of Birth	June 10, 1938
Nationality	Indian
Date of appointment as Independent Director	14 <sup>th</sup> August, 2015
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Holds Directorship in 2 Listed Companies Holds Membership in 1 Committee
Shareholding in the Company	NIL
Terms and conditions of re-appointment	The Continuation of directorship till the expiry of his existing term i.e. upto 13 <sup>th</sup> August 2020 as set out in resolution at Item no. 1 of this Notice.
Date of first appointment on the Board	27 <sup>th</sup> March 2010
The number of Meetings of the Board attended during the F.Y. 2017-18	5
Performance Evaluation Report	Excellent

The Board recommends the passing of the resolutions as set out at item no. 1 of the accompanying notice as Special resolution.

Except Mr. N Rangachary being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

## **Item No. 2**

### **To approve re-appointment of Maj. Gen. A L Suri (Retd.) as an Independent Non-Executive Director**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended which requires reappointment of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution.

Maj. Gen. A L Suri (Retd.) is an Independent Non-Executive Director of the Company has joined the Board of Directors of the Company on 04<sup>th</sup> June 2008. Pursuant to Sections 149 (11) of the Companies Act, 2013, Maj. Gen. A L Suri (Retd.), was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the Annual General Meeting held on 12<sup>th</sup> August 2014.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018 which require reappointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Also, as per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 24, 2019 approved to re-appoint Maj. Gen. A L Suri (Retd.), who has attained the age of 75 years, as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024, subject to the approval of shareholders.

### **Brief resume of the director and Nature of his expertise in specific functional areas:**

Maj. Gen. A.L. Suri (Retired) holds a bachelor's degree in engineering from College of Military Engineering, Pune. He was Commandant of the College of Military Engineering, Pune. He retired as a Major General from the Army with active front line participation in the 1965, 1971 Indo-Pakistan wars and the Sri Lankan Operations in 1988-89. He has served as chief engineer of all defence works from line joining Jaipur, Visakhapatnam to Sri Lanka, and chief engineer of all defence works in Bombay region from 1981-93 for a

wide range of construction activity. He has 16 years of experience in financial services sector. Prior to joining our Company he was the chief executive officer of Suri Capital & Leasing Limited. He was also a director of Graphite India Limited, Shriram EPC, Bharat Re-Insurance and two joint ventures of Shriram Group in the Middle East. He is actively associated with several companies in industries such as insurance, engineering projects, information technology and property development both in India and abroad since 2003. He was the National Yachting Champion for four years and the Vice President of the Rowing Federation of India.

Considering his experience, it is proposed to re-appoint Maj. Gen. A.L. Suri (Retired) as an Independent Non-Executive Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. SEBI has amended the LODR, Regulations, 2015, as amended vide circular dated 9th May 2018 which requires reappointment of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Since Maj. Gen. A L Suri (Retd.), is more than 75 years of age the proposal for appointment will be subject to the approval of the members of the Company. In this regard the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member. A copy of the draft letter for the appointment of Maj. Gen. A L Suri (Retd.), as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Maj. Gen. A L Suri (Retd.) as an Independent Non-Executive Director.

**Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:**

Name of the Director	Maj. Gen. A L Suri (Retd.)
DIN	00009532
Date of Birth	November, 23 1934
Nationality	Indian
Date of appointment as Independent Director	1 <sup>st</sup> April 2014
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Shareholding in the Company	5000
Terms and conditions of re-appointment	The re-appointment is for a term of five (5) years commencing from April 01, 2019 to March 31, 2024 as set out in resolution at Item no. 2 of this Notice.
Date of first appointment on the Board	04 <sup>th</sup> June 2008
The number of Meetings of the Board attended during the F.Y. 2017-18	5
Performance Evaluation Report	Excellent

The Board recommends the passing of the resolutions as set out at item no. 2 of the accompanying notice as Special resolution.

Except Maj. Gen. A L Suri (Retd.) being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the LODR and Secretarial Standard on General Meetings (SS-2) of ICSI.

### **Item No. 3**

#### **To approve re-appointment of Mr. R Ganapathi as an Independent Director**

Mr. R Ganapathi is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in 29<sup>th</sup> February 2008, pursuant to Sections 149 (11) of the Companies Act, 2013, Mr. R Ganapathi was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the Annual General Meeting held on 12<sup>th</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 24, 2019 approved to re-appoint Mr. R Ganapathi as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024, subject to the approval of shareholders.

**Brief resume of the director and Nature of his expertise in specific functional areas:**

Mr. R. Ganapathi holds a bachelor's degree in technology from the Indian Institute of Technology, Madras. At present he is the Chairman and Executive Director of Trigyn Technologies Limited and under his leadership, turnaround the loss company into profit making company. He is also a fellow member of the Indian Institute of Foreign Trade. He has been associated with Bharat Heavy Electricals Ltd and Best & Crompton Engineering Limited. He is actively involved in execution of welfare projects undertaken by Rotary Clubs and was Governor of Rotary International. He also serves on the Board of IG3 Infra Limited and IL&FS Technologies Limited among others. He is also the Vice President of SICCI (Southern India Chamber of Commerce and Industry) and is a member of the Executive Committee of FICCI.

Considering his experience, it is proposed to re-appoint as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. In this regard the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member. A copy of the draft letter for the appointment of Mr. R Ganapathi as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. R. Ganapathi as an Independent Director.

**Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:**

Name of the Director	Mr. R. Ganapathi
DIN	00103623
Date of Birth	28 <sup>th</sup> June 1955
Nationality	Indian
Date of appointment as Independent Director	1 <sup>st</sup> April 2014
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Holds Directorship in 3 Listed Companies Holds Membership in 5 Committees
Shareholding in the Company	33070
Terms and conditions of re-appointment	The re-appointment is for a term of five (5) years commencing from April 01, 2019 to March 31, 2024 as set out in resolution at Item no. 3 of this Notice.
Date of first appointment on the Board	29 <sup>th</sup> February 2008
The number of Meetings of the Board attended during the F.Y. 2017-18	5
Performance Evaluation Report	Excellent

The Board recommends the passing of the resolutions as set out at item no. 3 of the accompanying notice as Special resolution.

Except Mr. R. Ganapathi being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the LODR and Secretarial Standard on General Meetings (SS-2) of ICSI.

**By order of the Board of Directors**

**January 24, 2019  
Chennai**

**P. Srinivasan  
Company Secretary**