



Tamil Nadu Small Industries Development Corporation Limited

Regd. Office: SIDCO Corporate Office,
Thiru.Vi.Ka. Indl Estate, Guindy, Chennai - 600 032
CIN: U74999TN1970SGC005821
Phone : 2950 1461 / 2950 1422 Fax: 2950 0792
E-mail:ho@tansidco.org, website : www.tansidco.tn.gov.in



Re.No.53rd AGM /Sec1./2023

Dt.20.12.2023

To

All the Directors / Shareholders

Sub: TANSIDCO-Convening of 53rd Annual General Meeting of TANSIDCO -
Reg.

Please find enclosed Notice of 53rd Annual General Meeting of TANSIDCO to be held on Tuesday, the 26th day of December, 2023 at 3.00 P.M at TANSIDCO Corporate Office Building, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600 032.

We hereby inform that you may attend the Annual General Meeting online. The Meeting ID and password will be sent later

We request you to kindly make it convenient to attend the meeting.

Thanking you

Yours faithfully,
for TANSIDCO Limited


Company Secretary i/c



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Rc.No.53rd AGM /Secl / 2023

Date:20/12/2023

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Fifty Third Annual General Meeting** of the Shareholders of Tamilnadu Small Industries Development Corporation Limited will be held on **Tuesday 26th December 2023 at 3.00 P.M.** at the Registered Office of the Corporation at TANSIDCO Corporate Office Building, Thiru Vi Ka Industrial Estate, Guindy, Chennai 600 032, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Statutory Auditors Report thereon and the Comments of the Comptroller and Auditor General of India.
2. To declare dividend on equity shares for the year 2022-23.
3. To fix the Remuneration of the Statutory Auditors for the year 2023-24.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY** Resolution.

RESOLVED that the consent of the Company be and is hereby accorded for the payment of remuneration of Rs.2,50,000/- (Rupees Two lakh fifty thousand only) for the financial year 2023-24 to M/S M.Srinivasan & Associates, Chartered Accountants, Chennai-600032 (Registration No.MD0326), Statutory Auditors in addition to reimbursement of actual travelling and out of pocket expenses subject to a ceiling of Rs.1,00,000/- plus applicable GST subject to other terms and conditions laid down by the Office of the Comptroller and Auditor General of India Letter No. CA.V/COY/TAMILNADU, TNSIDC(1)/770 dated 20.09.2023

SPECIAL BUSINESS

4. Ratification of Remuneration of cost Auditors for the FY – 2023-24

To consider, and if thought fit, to pass with or without modification(s), the following resolution as on **ORDINARY** Resolution:

“**Resolved** that pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modifications or re-enactment thereof, for the time being in force) remuneration to M/s. Starp and Associates, Cost Accountant, the Cost Auditor appointed by the Board of Directors of TANSIDCO to carry out Cost Audit for the FY 2023-24 with the consolidated fee of Rs.50,000/- plus applicable GST and out of pocket expenses that may be incurred be and is hereby ratified.

5. To appoint Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy as an Independent Director.

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

“ RESOLVED that pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the appointment of Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy, as an Independent Director of the Company to hold office for a term of 3 years from 02.11.2023.

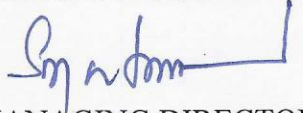
6. To appoint Dr.Karthik Dhandapani, Professor, Indian Institute of Management, Tiruchirappalli as an Independent Director

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

“ RESOLVED that pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the appointment of Dr.Karthik Dhandapani, Professor, Indian Institute of Management, Tiruchirappalli as an Independent Director of the Company to hold office for a term of 3 years from 02.11.2023.

Chennai – 600 032
Date:20/12/2023

BY ORDER OF THE BOARD


MANAGING DIRECTOR

Note:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business stated under item Nos. 4, 5 and 6 is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
3. A Proxy in order to be effective must be lodged with the Company not later than 48 hours before the Meeting.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

TANSIDCO Board resolved that in accordance with the provisions of section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and The Companies(Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, the consent of the board be and is hereby accorded to appoint M/s Starp & Associates, Cost Accountants as the Cost Auditor for auditing the cost accounting records of the company for the financial year 2023-24 at a remuneration of Rs.50,000/- plus applicable GST and out of pocket expenses that may be incurred which is subject to the ratification by the members at the ensuing general meeting of the company.

Hence, Consent of the members is sought for passing an Ordinary Resolution as set out in the Item No.4 for Ratification of the remuneration payable to the Cost Auditors.

Item Nos. 5 and 6


Pursuant to the provisions of section 149 of the Act read with Rule 4 (i) of the Companies (Appointment and Qualification of Directors) Rules, 2014 public companies having paid up share capital of ten crore rupees or more is required to have at least two directors as independent directors, who are not liable to retire by rotation. Dr.Karthik Dhandapani, Professor, IIM, Trichy and Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy have given a declaration that they meet the criteria of independence as provided under section 149(6) of the Act.

The Government vide G.O (Rt) No.253 MSME (C) Department dt.30.10.2023 has approved the appointment of Dr.Karthik Dhandapani, Professor, IIM, Trichy and Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy. The Board, vide its CR No. 11/ 2023-24 dt.02.11.2023has appointed Dr.Karthik Dhandapani, Professor, IIM, Trichy and Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy as Independent Directors for a period of 3 years , subject to the approval of the Company in the next General Meeting. Accordingly, they have been given the letter of appointment on 02.11.2023.

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

Dr.Karthik Dhandapani, Professor, IIM, Trichy and Dr.M.Muttharam, Professor, Department of Civil Engineering, College of Engineering, Anna University, Guindy, are interested in these resolutions to the extent of their appointment as Independent Directors of this Corporation. None of the other Directors and key managerial personnel of the Company and their relatives is concerned or interested in this resolution. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day. Your Directors recommend these Resolutions for your approval.

BY ORDER OF THE BOARD


MANAGING DIRECTOR