

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 74th Annual General Meeting of the members of TCM Limited. will be held at 3.00 p.m. on 28.09.2018 at Bharat Hotel, Ernakulam, to transact the following business.

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2018 together with the Profit & Loss account for the year ended 31.03.2018 along with the report of the directors & auditors.
2. To appoint director in the place of Mr. George Varghese who retires by rotation and is eligible for reappointment.

Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:
“Resolved that, approval of the company be and is hereby granted to the appointment of Mrs. Shyama Pradeep Menon as Executive Director of the company, for a period of 1 year, with effect from 01.06.2018, on a consolidated remuneration of Rs.50000/- per month as per the provisions of section 196 read with schedule V, Section-II, part ‘A’ and other applicable provisions, if any, of the Companies Act 2013.”
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:
“RESOLVED that pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with schedule IV of the Companies Act, 2013 Shri. Ayyappan Somanathan Vadeapparumbil who, being eligible, was appointed by the Board of Directors as an Additional Director(independent) of the Company with effect from 13.06.2018 and in respect of whom the company has received a notice in writing from a member, together with requisite deposit, proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as Independent Director of the Company for a period of five consecutive years, not liable to retire by rotation, effective from 13.06.2018”
5. 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 section 4 and section 13 of the Companies Act, 2013 (the Act), and other applicable provisions read with the applicable rules and regulations made there under, the new set of Memorandum of association of the Company submitted to this meeting with the amended objects clause III and other reclassifications/amendments so as to align the Memorandum of Association with the provisions of the Act, read with Schedule



1, Table - A of the Act, be and are hereby approved and it is hereby adopted in substitution of the existing Memorandum of Association of the company.”

RESOLVED FURTHER THAT Mr. Joseph Varghese, Mg. Director of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution

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

“Resolved that pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, including any statutory notifications or re-enactments thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment of Mr. Joseph Varghese, Managing Director of the Company to hold office for a period of 5 (Five) years effective from 01.10.2018, on the following terms and conditions.

- (i) Subject to the provisions of Sections 197 and 198 of the Companies Act 2013 read with Schedule V to the said Act, in financial years where profits are adequate, the Company may pay a remuneration by way of salary, perquisites, dearness allowance, commission and other allowances together not exceeding 5 (five) percent of the net profits of the Company and,
- (ii) in financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary, perquisite, dearness allowance and other allowances, as minimum remuneration not exceeding the limits specified in Part II, Section II of Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force.”

7. 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer, convey, assign or otherwise dispose of the Company’s immovable property/ies as the case may be, in particular the piece and parcel of land (i) admeasuring approximately 17.72 acres situated in various sy. nos. in Gonur West Village of Mettur Taluk in Salem District, (ii) 2.03 acres of land in Sy. Nos. 651/2B1B/C and 5.034 acres in Sy. No. 651/2B1B in Mullkad village, Tuticorin Dist.

(iii) admeasuring approximately 21.5 acres situated in survey no of 316/1 , 312/2 & 313/4 Kalamassery municipality Ernakulam district,Kerala (iii) admeasuring approximately 105 acres situated in various survey no of 16/2,5,8/4,10/1E,5A,5 B,5C,6,11/5,9,11,12,13A,11/13B,13C,13D,13E,14A,14B,14C1,14C2,12/3,4,13/1 A,1B,13/2A,2B,14/1,2A,2B,3,4,6,15/2,15/3A1,3A2,3B2,,3B3,15/3B4,3B5,16/1 A,1B,2A,2B,3,4A,4B,5A,5B,5C,6A,6B,25/2,25/3A,3B,26/2B,3B,4B,7,8,9,10,11,12, 13,27/4B,6B,28/1B,5A,5B,29/2,5A2,5B,6A2,6B,7A2,7B,30/1,2,3,4,31/1,2,3,4,32/1,2,3,4,5,6,33/B1,33/B2,34A/1,34B/1,34B/2,34B/3,34/B4,34B/5,34B/6,34B/7 Ulundurpet, Tamilnadu with clear and marketable title free from all encumbrances and claims (hereinafter referred to as “the said properties”) to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

“ Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said properties, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, development agreement, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution. Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Place: Ernakulam

Joseph Varghese

Date: 14.8.2018

Sd/-

Managing Director

Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The proxy in order to be valid should be duly completed, signed and stamped and the same must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting. 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.**



2. In terms of Sec. 91 of Companies Act 2013 the register of members and the share transfer book of the company will remain closed from 22.09.2018 to 28.09.2018 (both days inclusive).
3. Members are requested to intimate any changes in their addresses to the share transfer agent M/s Cameo Corporation Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002 quoting their folio number.
4. Members are also requested to bring the attendance slip with them duly filled in and handover the same at the entrance of the venue.
5. Copy of the Annual Report, Accounts and reports are being sent by electronic mode to those members who have registered their e-mail ids with the company or RTA. Also the same are placed on the company’s website www.tcmlimited.com. In case any member wishes to get a physical copy of the Annual report, please send a request to info@tcmlimited.in.
6. The statements pursuant to Section 102(1) of the Act, in respect of special business is annexed.
7. In compliance with the provisions of Section 108 of the Act and the relative rules, the company is providing its members the facility to exercise their right to vote at the ensuing AGM by electronic means and the business may be transacted through e-Voting services provided by M/s. Cameo Corporate Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002. The complete details of the procedures/ instructions for e-voting are annexed.

ANNEXURE I - STATEMENT OF MATERIAL FACTS PURSUANT TO SEC. 102 Item 3

The board of directors of your company in the meeting held on 26.06.2018 has on the recommendation of the remuneration committee decided to appoint Mrs. Shyama Pradeep Menon as executive director for a period of 1 year, in terms of sch. V to the Companies Act 2013 and subject to approval of the general body. Approval of the members is sought as per resolution at sl. No. 3 of the notice. The board recommends the appointment. None of the directors, key management personnel of the company or their relatives is in any way concerned or interested in the resolution, except the appointee.

Item 4

Pursuant to the provisions of Section 149 and 160 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration committee of the Board of Directors, the Board of Directors of the company at their meeting held on 13.06.2018 had appointed Mr. Ayyappan Somanathan Vadeapparumbil as Independent Director. The company has received a notice, together with requisite deposit, from a member signifying his candidature to the office of Independent Director of the Company under Section 160 of the Companies Act, 2013.

In the opinion of the Board of Directors, Shri. Ayyappan Somanathan Vadeapparumbil fulfils the conditions specified in the Act and Rules made thereunder for his appointment as Independent Director and he is independent of the management. None of the Directors, key managerial personnel or their relatives, except the appointee, is concerned or interested in the Resolution. A brief profile of Shri Somanathan is given in annexure.

Item5 –

Upon enactment of the Companies Act, 2013 and relative Rules, it became necessary that the Memorandum of Association of the Company to be re-aligned as per the provisions of the new Act read with its relative schedule. Your directors' in its meeting held on 14.08.2018 had approved (subject to the approval of members) certain amendments in the Memorandum of Association of the Company with respect to the following: a. Clause III (a) – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s) b. Clause III(b) - Matters which are necessary for furtherance of the Objects specified In Clause III (a) by way of insertion(s)/ deletion(s)/ alteration(s); c. Other amendments as required, to align the memorandum of association with the provisions of the Companies act, 2013. The proposed new draft MoA is circulated with the notice and is available at the registered office of the company for free perusal of the members during office hours and is also placed on company website www.tcmlimited.in and will be placed on the table at the AGM. The board recommends the special resolution set out at item no. 5 of the notice for approval by the shareholders. None of the directors, key management personnel of the company or their relatives is in any way concerned or interested in the resolution, except to the extent of their shareholding, if any.

Item 6

The present Managing Director Mr. Joseph Varghese was appointed for a period of 5 years with effect from 01.10.2013 on the terms and conditions approved by the shareholders in their meeting held on 30.09.2013. The five years tenure will expire on 30.09.2018. The Board of Directors has taken on record the resolution passed by the Remuneration Committee to re-appoint Mr. Joseph Varghese for a further period of 5 years effective from 01.10.2018., subject to the approval of ensuing AGM on such remuneration and terms as set out in the relevant resolution.

As per Schedule V to the Companies Act 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting. The resolution set out under item 6 of the notice is recommended for approval. This may also be treated as a memorandum issued pursuant to the provisions of Section 190 of the Companies Act 2013.

None of the Directors , except Mr. Joseph Varghese the appointee, Smt. Rani Jose, being his wife, Mr. George Varghese, brother none if the directors, senior management personnel or their relatives are concerned or interested in the resolution



Item 7

Considering the fund requirements for payment of long outstanding statutory and other liabilities and also for the investment and working capital funds for the proposed operations and projects on revival of the Company, the Board of Directors consider it necessary to augment the funds position of the company. The board consider it impractical at this juncture to get loan/credit funding as the company remained non-operative for a long time and had been a sick company. The board, therefore, consider it prudent and appropriate to dispose of some portion/substantially the whole of the immovable properties of the company which have no chance to be put to use by the company in the near future and to use the proceeds for this purpose. More details of survey numbers of the properties are placed on the company's website www.tcmlimited.com. Though the members had passed necessary special resolution in the last AGM (2017), no concrete revival projects and/or new ventures could be finalized. Your directors are hopeful to finalise some proposal during this financial year. Therefore, in compliance of Section 180(1)(a) of the Act, read with amended S. 110(1) of the Act, the board again seek the consent of the general body for the proposals by way of the special resolution set out at item no. 7 of the notice. None of the directors, key managerial personnel of the company, or their relatives has any concern or interest in the resolution, except as shareholders.

ANNEXURE-2 - VOTING THROUGH ELECTRONIC MEANS

1. 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 pleased to provide members facility to exercise their right to vote at the 74th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL): The Company has engaged the services of Cameo Corporate Services Limited as the authorized agency to provide the e-voting facilities. The company has appointed Mr. K P Thomas, FCS, Practising company secretary (CP No. 8886) as scrutinizer, who shall within a period not exceeding three(3) working days from the conclusion of the e-voting period make a report of the votes cast in favour or against, if any, to the chairman. The results will be declared on after the AGM. The results along with the scrutiniser's report will be available on the website of the company within the prescribed period.

Annexure A

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2018 at 9.00 a.m. and ends on 27.09.2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2018 may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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 first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details

OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant TCM LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) 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 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.
- 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 emailed to 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.

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.