



**T.STANES & COMPANY LIMITED**  
 Registered Office : 8/23-24, Race Course Road, Coimbatore - 641 018.  
 Tel : 0422 2221514, 2223515-18, Fax : 0422 2220432,  
 Email : tstances@vsnl.com, Website: www.tstances.com

CIN : L02421TZ1910PLC000221

**ATTENDANCE SLIP – 105<sup>TH</sup> ANNUAL GENERAL MEETING**

I / We hereby record my / our presence at the 105th Annual General Meeting of the Company at "Sri. S.Anantharamakrishnan Hall", 8/23-24, Race Course Road, Coimbatore – 641018 on Friday, the 7<sup>th</sup> August 2015 commencing at 3 P.M.

Member's Folio No./ DPID-Client ID No. Member's/Proxy's Name (in Block Letters) Member's/Proxy's Signature

**Voting through Electronic Means**

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

**Instructions to members attending the 105th Annual General Meeting:**

- Members / Proxies should bring the Attendance Slip duly filled in and also a copy of their Annual Report to meeting.
- Members are requested to be in their seats at the meeting well before the scheduled time for the commencement of the Annual General Meeting to avoid interruptions in the proceedings.
- Members are requested to intimate the Registrars & Share Transfer Agents of change, if any, in their registered address.
- Members are requested to quote their Folio Number / DPID – Client ID Number in all correspondence.
- If you and / or your family members are receiving more than one copy of the Annual Report and other communications and would like to avoid duplication, kindly inform the Registrars & Share Transfer Agents to enable them to mail only one copy. This will help the Company to avoid wastage.
- Members holding shares in more than one Folio in identical order of names are requested to write to Registrars & Share Transfer Agents enclosing the Share Certificates to enable the Company to consolidate the holding in one Folio to facilitate better service.
- In line with the Green initiatives launched by the Ministry of Corporate Affairs, we request you to register and update your e-mail IDs with the Company's Registrars and Share Transfer Agents as this would help us to service your needs electronically.



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**PROXY FORM (Form No. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address:

E-mail Id: Folio. No. / Client ID No / DP ID:

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name:..... 2. Name:..... 3. Name:.....

Address:..... Address:..... Address:.....

E-mail Id:..... E-mail Id:..... E-mail Id:.....

Signature:....., or failing him/her Signature:....., or failing him/her Signature:.....

as my/our proxy to attend and vote [on a poll] for me/us and on my / our behalf at the 105<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 7<sup>th</sup> day of August 2015 at 3.00 p.m. at "Sri. S. Anantharamakrishnan Hall", 8/23-24, Race Course, Coimbatore – 641018 and at any adjournment thereof in respect of such Resolutions as are indicated below:

PTO.



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**BALLOT FORM – 105<sup>TH</sup> AGM**

Ballot No:

1. Name(s) of the member(s)  
 [Including Joint Holder(s) if any] :

2. Registered address of the Sole /  
 First named member :

3. Registered Folio No. / Client ID No. :

4. Number of shares held :

I / We hereby exercise my/our vote in respect of the resolutions to be passed through ballot for the business stated in the notice of the 105<sup>th</sup> Annual General Meeting [AGM] of the Company by sending my / our assent or dissent to the said resolutions by placing the (✓) mark in the appropriate box below:

Sl. No.	Description	Resolution	No. of Shares	Assent [For]	Dissent [Against]
<b>Ordinary Business</b>					
1	<b>"RESOLVED THAT</b> the Audited Financial Statements including Consolidated Audited Financial Statements of the Company including Statement of Profit and Loss Account as at 31 <sup>st</sup> March 2015 and the Balance Sheet as on that date and the reports of the Auditors' Report thereon and Directors' Report for the year ended 31 <sup>st</sup> March, 2015 be and are hereby received and adopted."	(Ordinary Resolution)			
2	<b>"RESOLVED THAT</b> I. The Interim Dividend paid of ₹.2.50 per share (25%) on the Equity Shares be and is hereby approved. ii. A Final Dividend of ₹.3.00 per share (30%) on the Equity Shares be declared and paid for the year ended 31 <sup>st</sup> March 2015"	(Ordinary Resolution)			
3	<b>"RESOLVED THAT</b> Mr.A.Krishnamoorthy, (holding DIN No.00001778), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director."	(Ordinary Resolution)			
4	<b>"RESOLVED THAT</b> Mrs.Lakshmi Narayanan, (holding DIN No.02539061), who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director."	(Ordinary Resolution)			
5	<b>"RESOLVED THAT</b> pursuant to Section 139 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Fraser & Ross, Chartered Accountants (Firm Registration No. 000829S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Audit Committee / Board of Directors be and are hereby authorized to fix remuneration plus service tax, Out-of-Pocket expenses payable to them."	(Ordinary Resolution)			
<b>Special Business</b>					
6	<b>"RESOLVED THAT</b> pursuant to the Provisions of Section 148 of the Companies Act, 2013, the remuneration fixed at ₹.75,000/- (Rupees Seventy Five Thousand Only) out-of-pocket expenses and travel expenses etc., to M/s. S.Mahadevan & Co., Cost Accountants (Firm Registration Number 000007) who have been appointed as Cost Auditors by the Board of Directors for the financial year 2015-16 as recommended by Audit Committee be and is hereby ratified"	(Ordinary Resolution)			

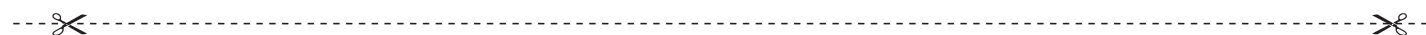
Place :

Date :

Signature of the Member

**Instructions for voting through Ballot Form by Post**

1. The Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope bearing the address of the Scrutinizer appointed by the Board of Directors of the Company. Postage will be borne and paid by the Company. However, members who send the ballot in their own envelope if sent by courier or speed post at their own cost will also be accepted by the scrutinizer.
3. This form should be completed and signed by the member. In the case of Joint holding, the form should be completed and signed [as per the specimen signature registered with the Company] by the first named member and in his/her absence by the second named member.
4. Incomplete, incorrect or unsigned Ballot Form will be rejected.
5. Duly completed Ballot Form should reach the Scrutinizer not later than **5 P.M. IST on 6 August 2015**. Ballot form received after this date will not be considered for counting.
6. The Scrutinizer's decision on the validity of a Ballot Form by Post will be final and binding.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) as on **31 July 2015**.
8. Members have the option to request for physical copy of the Ballot by Post by sending an e-mail to shares@t-stanes.com with a copy to g.ramakrishnan@t-stanes.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot by Post should reach the Scrutinizer not later than the date and time specified in item No.5 above.
9. A member need not use all his votes nor does he needs to cast all his votes in the same way.
10. Where the Ballot Form has been duly signed by an Authorized Representative of a Company, Financial Institution or Trust the certified copy of Board resolution and authorization letter should accompany the Ballot Form.
11. In case of Ballot Form is signed by a Power of Attorney [POA] holder. POA registration number should be mentioned.
12. A member may request for a duplicate Ballot Form, if required. However the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in item No.5 above.
13. Members are requested not to send any other paper along with the Ballot Form in the enclosed Self - addressed envelope.
14. **If a member cast vote by both modes namely, e-voting and Ballot, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.**



<b>Ordinary Business</b>		
1	"RESOLVED THAT the Audited Financial Statements including Consolidated Audited Financial Statements of the Company including Statement of Profit and Loss Account as at 31 <sup>st</sup> March 2015 and the Balance Sheet as on that date and the reports of the Auditors' Report thereon and Directors' Report for the year ended 31 <sup>st</sup> March, 2015 be and are hereby received and adopted."	(Ordinary Resolution)
2	"RESOLVED THAT i. The Interim Dividend paid of ₹.2.50 per share (25%) on the Equity Shares be and is hereby approved. ii. A Final Dividend of ₹.3.00 per share (30%) on the Equity Shares be declared and paid for the year ended 31 <sup>st</sup> March 2015"	(Ordinary Resolution)
3	"RESOLVED THAT Mr.A.Krishnamoorthy, (holding DIN No.00001778), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director."	(Ordinary Resolution)
4	"RESOLVED THAT Mrs.Lakshmi Narayanan, (holding DIN No.02539061), who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director."	(Ordinary Resolution)
5	"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Fraser & Ross, Chartered Accountants (Firm Registration No. 000829S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Audit Committee / Board of Directors be and are hereby authorized to fix remuneration plus service tax, Out-of-Pocket expenses payable to them."	(Ordinary Resolution)
<b>Special Business</b>		
6	"RESOLVED THAT pursuant to the Provisions of Section 148 of the Companies Act, 2013, the remuneration fixed at ₹.75,000/- (Rupees Seventy Five Thousand Only) out-of-pocket expenses and travel expenses etc., to M/s. S.Mahadevan & Co., Cost Accountants (Firm Registration Number 000007) who have been appointed as Cost Auditors by the Board of Directors for the financial year 2015-16 as recommended by Audit Committee be and is hereby ratified "	(Ordinary Resolution)

Signed this..... day of..... 2015.

Signature of the Share Holder(s) :

Signature of Proxy Holder(s) :

Affix Re.1  
Revenue  
Stamp

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
2. For the Resolutions, Statement of Material Facts and Notes, please refer to the notice of the 105<sup>th</sup> Annual General Meeting.