



T. STANES AND COMPANY LIMITED

CIN: U02421TZ1910PLC000221

Email id: shares@t-stanes.com

Website: www.tstanes.com

Registered Office: 8/23-24, Race Course Road, Coimbatore - 641 018.

NOTICE is hereby given that the **114th Annual General Meeting** of the Company will be held on **Friday, the 23rd August, 2024 at 12.15 P.M.** through Video Conference (VC) or Other Audio Visual Means (OAVM), to transact the following business:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31st March, 2024 and if thought fit, to pass the following resolution as an Ordinary resolution :**

“RESOLVED THAT the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended 31st March, 2024, Statement of Changes in Equity for the year, Notes and the Cash Flow Statement for the year ended 31st March, 2024 and the Report of the Directors’ and the Auditors’ thereon be and are hereby received, considered and adopted”.

- 2. To declare Dividend on Equity Shares and to consider and if thought fit, to pass the following resolution as an Ordinary resolution:**

“RESOLVED THAT

- The Interim Dividend of ₹ 10.00 per share (100%) paid on the Equity Shares be and is hereby approved.
- A Final Dividend of ₹ 7.50 per share (75%) on the Equity Shares be declared and paid for the year ended 31st March, 2024”.

- 3. To appoint a Director in place of Mr.A.Krishnamoorthy (DIN:00001778) retiring by rotation and to consider and if thought fit, to pass the following resolution as an Ordinary resolution:**

“RESOLVED THAT Mr.A.Krishnamoorthy (DIN:00001778), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director”.

SPECIAL BUSINESS:

- 4. To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25 and 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 other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the appointment of M/s. S.Mahadevan & Co., Cost Accountants (Firm Registration Number 000007), as Cost Auditors of the company made by the Board of Directors for the Financial Year 2024-25 for the conduct of Cost Audit of the Company, at the remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) excluding applicable taxes and out-of-pocket expenses and as recommended by the Audit Committee be and is hereby ratified”.

5. **To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

Approval of re-appointment of Mr. John Mathews (DIN:10205306) as a Whole-time Director

"RESOLVED THAT pursuant to provisions of sections 196 and 197 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the provisions of the Articles of Association of the Company, approval of the shareholders be and is hereby accorded for the re-appointment of Mr. John Mathews (DIN:10205306), as a Whole-time Director of the Company for a period of one year with effect from 23rd June, 2024 on the following terms & conditions:

- a) **Period:** One year from 23rd June, 2024.
- b) **Nature of Duties:** His responsibilities will include the management and co-ordination of the operational activities of the Company including such other responsibilities as may be entrusted by the Board of the Company from time to time.
- c) **Basic Salary:** ₹ 1,75,000/- (Rupees One lakh seventy five thousand only) per month.
- d) **Special Allowance:** A Special Allowance of ₹ 62,500/- (Rupees Sixty Two Thousand and Five Hundred only) per month.
- e) **Annual Performance Allowance:** An annual performance allowance of a sum, not exceeding ₹ 15,00,000/- (Rupees Fifteen lakhs only) or such other sums that may be decided by the Board of Directors, subject to due recommendation by the Nomination and Remuneration Committee for each financial year.
- f) **Perquisites:** Perquisites to be allowed in addition to the Basic Salary, Annual Performance allowance and Special allowance are listed below:
 - ❖ **Housing:** Free Company owned furnished quarters will be provided or leased premises by the company together with the cost of reimbursement of expenses incurred on security, water and electricity.
 - ❖ **Medical Reimbursement:** Medical expenses including premium applicable on a Medical Group Insurance plan incurred by the Whole-time Director for self, spouse and dependent parents not exceeding one month's Basic salary per annum.
 - ❖ **Leave Travel Concession:** For the Whole-time Director and his family, not exceeding one month's Basic salary per annum.
 - ❖ **Personal Accident Insurance:** Premium for cover as per the rules of the Company.
 - ❖ **Leave:** As per rules of the Company.
- g) **Retirement:** Liable to retire by rotation.
- h) **Sitting fee:** Not entitled.

The Whole-time Director shall be entitled to all expenses including reimbursement of travelling and entertainment expenses incurred in the course of the Company's business, which shall not be treated as a perquisite.

All the above perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, the perquisites shall be evaluated at actuals.

Apart from the remuneration aforesaid: The Whole-time Director shall be eligible for provision of car with driver, telephone, mobile and other communication facilities at his residence and these will not be considered as perquisites.

Any variation in the Basic Salary, Annual Performance allowance, Special allowance and the above perquisites or any other perquisites, as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time, within overall limits.

The appointment and the remuneration payable, as mentioned above, shall be subject to the overall ceiling under applicable provisions of the Companies Act.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-time Director, the Basic Salary, Annual Performance allowance, Special allowance and the perquisites as specified above would be admissible as Minimum Remuneration, subject to the overall Ceiling provided in the relevant schedule to the Companies Act, 2013 (including any statutory modifications or enactment thereof for the time being in force and made from time to time) during the tenure of his appointment with an authority to the Board to vary/modify the remuneration from time to time within such ceiling.

Termination: The contract can be terminated by either party by giving three calendar months' notice.

Memorandum of interest: None of the Directors, Key Managerial Personnel including their relatives except Mr. John Mathews (DIN:10205306) are interested or concerned in the appointment".

6. To consider and if thought fit, to pass with or without modification, the following resolution for payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other relevant provisions of the Companies Act, 2013 (the 'Act'), and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and further to the MCA Notification No. S.O.1256 (E) Dt.18th March 2021, approval of the shareholders be and is hereby accorded (with due recommendation of the Nomination and Remuneration Committee) for the payment of maximum remuneration to all the Non-Executive Directors (including Independent Directors) of the Company for a further period of 3 (Three) years with effect from 1st April, 2024 to 31st March, 2027, calculated as per Section 198 of the Companies Act, 2013 not exceeding the rate of 1% of the net profits calculated as per the provisions of Section 197 or the limits specified in Schedule V to the Companies Act, 2013 based on the effective capital of the Company in the event of inadequacy of profits in any financial year".

By order of the Board

Mrs. Lakshmi Narayanan
Whole-time Director
DIN:02539061

Place : Chennai
Date : 21 June, 2024

NOTES:

1. The relative Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 4,5 & 6 of the Notice, is annexed hereto and forms part of this NOTICE.
2. The Ministry of Corporate Affairs vide its General Circular No.14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by General Circular No.17/2020 dated 13th April, 2020, General Circular No.20/2020 dated 5th May, 2020, General Circular No.02/2021 dated 13th January, 2021, General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical attendance of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. As this AGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, the 17th August, 2024 to Friday, the 23rd August, 2024 (both days inclusive)** for determining the entitlement of the Shareholders to the Final Dividend for the financial year 2023-24.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made after 23rd August, 2024. In respect of shares held in Physical form, dividend will be paid to beneficial owners of the shares, whose name appear in the Register of Members of the Company, at the end of business hours on 16th August, 2024. In case of Electronic form, dividend will be paid to the Beneficial Owners, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as at the close of business hours on 16th August, 2024.
6. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders with effect from 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company / Registrar and Share Transfer Agent (in case of shares held in Physical mode) and Depository Participant (in case of shares held in Dematerialized mode).

A Resident Individual Shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form 15G/H, to avail the benefit of non-deduction of tax at source by email to yuvraj@integratedindia.in . Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to yuvraj@integratedindia.in . The aforesaid declarations and documents should reach the said email address from the Shareholders on or before 16th August, 2024.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank details, mandates, nominations, power of attorney, change of address, change of name, email address, contact



numbers, etc., to their **Depository Participant (DP) ONLY**. Changes intimated to the DP will then be automatically reflected in the Company's records, which will help the Company and the Company's Registrar and Transfer Agents, M/s. Integrated Registry Management Services Private Limited (IRMSPL), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Integrated Registry Management Services Private Limited (IRMSPL), 2nd Floor, "Kences Towers", No.1-Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600 017. Tel No. 044 - 28140801 / 802 / 803.

8. Members holding shares in physical form are requested to consider for converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members, after making requisite changes thereon.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. Members holding shares in electronic form are requested to submit their Permanent Account Number (PAN) to their Depository Participants, with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
12. Members holding shares in single name are advised to make a nomination in the prescribed form SH-13 in respect of their shareholding in the Company. Members holding shares in Physical form should file their nomination(s) with the Company or the share transfer registrars (IRMSPL) and if shares are held in Demat mode, the nomination form should be filed only with their Depository Participant.

Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A, 205C and other applicable provisions, if any, of the erstwhile Companies Act, 1956 and also Pursuant to Section 124 of the Companies Act, 2013, all unclaimed / unpaid dividend, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. The details of the same are displayed in the Website of the Company.

Transfer of Equity Shares to IEPF Authority:

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and IEPF Rules, as amended from time to time, all shares on which the Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority, in compliance with the procedure laid down under the Rules. Members are requested to take a note of the same and claim their unclaimed dividends, if any, immediately to avoid transfer of underlying shares to IEPF Authority. The shares transferred to IEPF Authority can be claimed back by the concerned Shareholders from IEPF Authority, after complying with the procedure prescribed under the "Rules".

In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrars / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.tstances.com.

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

Voting:

All Beneficial Owners whose names are recorded in the Register of Members of the Company, as on the cut-off date, i.e., 16th August, 2024, are eligible to cast their vote, by availing the facility of remote e-Voting.

E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, to be read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

Remote E-Voting through Electronic means:

The remote e-Voting period commences on **Tuesday, 20th August, 2024 at 09.00 A.M. and ends on Thursday, 22nd August, 2024 at 05.00 P.M.** The e-Voting module shall be disabled by NSDL for e-Voting thereafter. The Members of the Company, whose name appear in the Register of Members, holding shares either in physical form or in dematerialized form, as on the record date (cut-off date) i.e., 16th August, 2024, may cast their vote electronically. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.

The Instructions for e-voting are as under:

A. In case of a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):

The way to vote electronically on NSDL e-Voting system consists of “**Two Steps**” which are mentioned below:

Step 1: Login to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.




Details on Step 1 is mentioned below:

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their DEMAT accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in DEMAT mode with NSDL</p>	<p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in DEMAT mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with CDSL	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022- 4886 7000.
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in DEMAT mode and Shareholders holding securities in physical mode.

How to Login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following- URL : <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2. i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in DEMAT account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in DEMAT account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical form	EVEN Number followed by Folio Number registered with the company. For example, if Folio number is 001*** and EVEN is 101456 then User ID is 101456001***

5. Password details for shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your DEMAT account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail IDs are not registered.**

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address, etc.,
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sankar@ksrandco.in with a copy marked to evoting@nsdl.co.in . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in .

4. The Members who have cast their votes by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

B. In case Members whose email addresses are not registered with the Company / Depositories for getting User ID and Password and registration of email address for e-Voting on the Resolutions set out in the Notice:

1. In case of shares are held in Physical mode, please send a request with the Folio No., Name of the Shareholder, scanned copy of share certificate (front and back), scanned Self Attested copy of PAN and scanned self attested copy of Aadhaar through mail to yuvraj@integratedindia.in with a copy marked to shares@t-stanes.com.
2. In case of shares held in Dematerialised mode, please send a request with DP Id / Client Id, Name of the Shareholder, client master copy of Consolidated Account Statement, scanned Self Attested copy of PAN and scanned self attested copy of Aadhaar through mail to yuvraj@integratedindia.in.
3. Alternatively Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password for e-Voting by providing the details mentioned above in Point No.1 or Point No.2, as the case may be.
4. Please follow all steps given in detail in **Step 2** above, to cast vote.
5. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
3. Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience. Further Shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimize / mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 022 – 4886 7000 .

7. In case of any grievance in connection with remote e-Voting, Members may contact Ms.Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Email: evoting@nsdl.co.in, Tel: 022 – 4886 7000.
8. Members who would like to register themselves as a speaker may send their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, Mobile number through mail to the Company's mail ID shares@t-stanes.com on or before 05.00 P.M. on Monday, the 19th August, 2024.
9. Those Members who have registered themselves as a speaker will only be allowed to express their views. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the remote e-Voting as mentioned above.
2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the Meeting is available only to the shareholders attending the Meeting.

OTHER INSTRUCTIONS

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free No.: 022 – 4886 7000 or send a request at evoting@nsdl.co.in.
2. Shareholders are encouraged to download the user manual available in <https://www.evoting.nsdl.com> well in advance to have a better understanding of the login and voting process.
3. The voting rights of Members shall be in proportion to their shares of the paid up equity Share Capital of the Company held as on **16th August, 2024**.
4. Mr.V.R.Sankaranarayanan, Partner, M/s KSR & Co., Company Secretaries LLP has been appointed by the Board of Directors as the Scrutinizer for voting at 114th Annual General Meeting to scrutinize e-Voting both during AGM and remote e-Voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
6. The Chairman / Whole-time Director will declare the results of voting forthwith upon receipt of report from Scrutinizer and the same shall be immediately placed on the Company's website www.tstanes.com and on the website of NSDL www.evoting.nsdl.com.
7. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e., remote e-Voting and the e-Voting held at the AGM).

8. In terms of Section 124 of the Act read with MCA General Circular No. 16/2020 dated 13th April, 2020 and other relevant circulars, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company will be transferring the final dividend for the financial year 2016-17 and corresponding shares to IEPF. Members are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund.
9. Any documents referred to in this Notice of 114th Annual General Meeting and the Statement of Material Facts shall be open for inspection by electronic mode only up to the date of the 114th Annual General Meeting of the Company.

By order of the Board

Mrs. Lakshmi Narayanan
Whole-time Director
DIN:02539061

Place : Chennai
Date : 21 June, 2024



STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, the consent of the Members, as set out at item No.4 of the Notice is required for the remuneration payable to the Cost Auditors for the year ending 31st March, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No.4 of the Notice, for approval / ratification by the Shareholders.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company in their meeting held on 21st June, 2024 had re-appointed Mr. John Mathews (DIN: 10205306) as a Whole-time Director, liable to retire by rotation, for a term of one year with effect from 23rd June, 2024 subject to the approval of the shareholders. The terms and conditions relating to the re-appointment are provided along with the resolutions. The re-appointment and the payment of remuneration in terms of provisions of Sections 196 and 197 of the Companies Act, 2013 (the 'Act') read with Schedule V to the Act have to be approved by the shareholders by way of a Special Resolution. The appointee is drawing remuneration only from the Company.

None of the Directors, Key Managerial Personnel including their relatives except Mr. John Mathews (DIN:10205306) are interested or concerned in the resolution as set out at Item No.5 of the Notice.

The Board recommends the Special Resolution set out at Item No.5 of the Notice, for approval by the Shareholders.

The relevant information required to be furnished under Section II of Part II of Schedule-V of the Act are furnished hereunder:

I. General Information:

1. Nature of Industry : Agro Products
2. Date or expected date of commencement of commercial production : The Company was established in the year 1910 and commercial production was commenced more than ten decades ago.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable

4. Financial Performance based on given indicators :

₹ in lakhs

Particulars	31 st March, 2024	31 st March, 2023
Revenue from Operations (Net)	39,982.13	45,883.29
Other Income	345.53	243.08
Total	40,327.66	46,126.37
Profit Before Tax	2,428.26	2,605.93
Profit After Tax	1,809.15	1,921.64
Dividend Amount Paid	414.08	414.08
Dividend Percentage	175%	175%
Earnings Per Share (₹)	76.46	81.21
Share Capital	236.62	236.62
Reserves (Other Equity)	17,989.10	16,197.17
Net Worth	18,225.72	16,433.79
Debt-Equity Ratio	0:1	0:1

5. Foreign Investments/ Collaborations, if any,
Foreign Investments : Nil

6. Technical Collaborators : Nil

II. Information about the recipients of remuneration:

- Back-ground details:** Mr. John Mathews (DIN:10205306) (75) is a graduate in Agriculture from Allahabad Agricultural University.
- Past Remuneration:** The details of remuneration paid is furnished in the Annexure B of Directors' report (Point no.2)
- Recognition or Awards:**
- Job profile and their suitability:** Mr. John Mathews (DIN:10205306) (75) is a graduate in Agriculture from Allahabad Agricultural University. He has 52 years of rich Agriculture industry experience. Joined in the year 1981, Mr. John Mathews (DIN:10205306) has served the Company in different capacities and presently in-charge of All-India Sales and Marketing of the Company. He has introduced many new products in our portfolio and has a rich experience in handling institutional business.
- Remuneration Proposed:** As stated in the resolution and in the Statement of Material Facts provided under Section 102 of the Act respectively, the Company will pay remuneration based on recommendations of the Nomination and Remuneration Committee (within the limits specified in Schedule V to the Companies Act, 2013).

6. **Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, relevant details would be with reference to the country of their origin):** The remuneration currently paid is comparable in the industry and commensurate with the responsibilities handled.
7. **Pecuniary Relationship directly or indirectly with the Company or relationship with managerial personnel, if any:** Nil

III. Other Information:

1. **Reason for Loss or inadequacy:** The resolution is primarily to facilitate the payment of remuneration to the Whole-time Director due to inadequacy of profit during his tenure due to economic slow-down, adverse seasonal conditions and increase in input cost coupled with market competition as specified in Schedule V which could be on the basis of computation of profits for the purpose of managerial remuneration.
2. **Steps taken or proposed to be taken for improvement:** It is only an enabling resolution.
3. **Expected increase in productivity / profit in measurable terms:** Barring unforeseen circumstances, a growth of around 10% in profit before tax is anticipated.

Item No. 6:

The shareholders at the 111th Annual General Meeting held on 06th August, 2021 accorded their approval for the payment of remuneration to the Non-Executive Directors (including Independent Directors) as per Section 197, 198 and other applicable provisions of the Companies Act, 2013 for a period of 3 (Three) years from 01st April, 2021 in line with the Notification No. S.O.1256(E) Dt. 18th March, 2021 issued by the Ministry of Corporate Affairs, where the Non-Executive Directors (including Independent Directors) of the Company could be paid remuneration in the event of inadequacy of profits.

The Board of Directors at their meeting held on 21st June, 2024 decided to seek the approval of the Shareholders authorizing the Board of Directors for the payment of maximum remuneration to all the Non-Executive Directors (including Independent Directors) of the Company for a further period of 3 (Three) years with effect from 01st April, 2024, calculated as per Section 198 of the Companies Act, 2013 not exceeding the rate of 1% of the net profits calculated as per the provisions of Section 197 or the limits specified in Schedule V to the Companies Act, 2013 based on the effective capital of the Company in the event of inadequacy of profits in any financial year.

All the Non-Executive Directors (including Independent Directors) are interested in this resolution. None of the Whole-time Directors or Key Managerial Personnel of the Company are concerned or interested in the said resolution.

The Board recommends the special resolution set out at item No. 6 of the Notice for approval by the Shareholders.

The relevant information required to be furnished under Section II of Part II of Schedule-V of the Act are furnished hereunder:

I. General Information:

1. Nature of Industry : Agro Products
2. Date or expected date of commencement of commercial production : The Company was established in the year 1910 and commercial production was commenced more than ten decades ago.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable

4. Financial Performance based on given indicators : As given in item No. 5 (as per Section II of Part II of Schedule-V of the Act)
5. Foreign Investments / Collaborations, if any,
Foreign Investments : Nil
Technical Collaborators : Nil

II. Information about the recipients of remuneration:

1. **Back-ground details:** Upon getting the approval of the shareholders, the Non-Executive Directors (including Independent Directors) of the Company will be in receipt of the remuneration till they hold their office and also to the Non-Executive Directors (including Independent Directors) who could be appointed during the approval period. The resolution is primarily to facilitate the payment of remuneration to the Non-Executive Directors (including Independent Directors) due to inadequacy of profit during their tenure as specified in Schedule V which could be on the basis of computation of profits for the purpose of remuneration.
2. **Past Remuneration:** Details of remuneration paid to Non-Executive Directors (including Independent Directors) of the Company are furnished in the Related party disclosure (Refer Note No. 34b) under the heading 'Sitting fees and Commission'.
3. **Recognition or Awards:**
4. **Job profile and their suitability:** The Non-Executive Directors (including Independent Directors) have been drawn from different backgrounds viz., Legal, Risk Management, Engineering, Taxation etc. Their contribution at the Board level will guide the Company in its overall performance.
5. **Remuneration Proposed:** As stated in the resolution and in the Statement of Material Facts provided under Section 102 of the Act respectively, the Company will pay remuneration based on recommendations of the Nomination and Remuneration Committee (within the limits specified in Schedule V to the Companies Act, 2013).
6. **Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, relevant details would be with reference to the country of their origin):** The remuneration currently paid is comparable in the industry and commensurate with the responsibilities handled by the Non-Executive Directors (including Independent Directors).
7. **Pecuniary Relationship directly or indirectly with the Company or relationship with managerial personnel, if any:** Nil

III. Other Information:

1. **Reason for Loss or inadequacy:** The resolution is primarily to facilitate the payment of remuneration to the Non-Executive Directors (including Independent Directors) due to inadequacy of profit during their tenure as specified in Schedule V which could be on the basis of computation of profits for the purpose of remuneration.
2. **Steps taken or proposed to be taken for improvement:** It is only an enabling resolution.
3. **Expected increase in productivity / profit in measurable terms:** Barring unforeseen circumstances, a growth of around 10% in profit before tax is anticipated.

By order of the Board

Mrs.Lakshmi Narayanan
Whole-time Director
DIN:02539061

Place : Chennai
Date : 21 June, 2024