

**TEBMA SHIPYARDS LIMITED****NOTICE**

**NOTICE** is hereby given that the Thirty Second Annual General Meeting of the shareholders of the Company will be held on Tuesday, the 30<sup>th</sup> day of August, 2016 at 11.00 A.M at the Registered Office of the Company at II Floor, M.T.Rajen's Properties, No. 40, Bazzulla Road, T.Nagar, Chennai 600 017 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company, comprising of Balance Sheet, Profit & Loss Account and Cash Flow Statement, as at 31<sup>st</sup> March 2016 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vijay Kumar (DIN 00726561) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the resolution passed by the Members at the 31<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September 2015, for the appointment of M/s. D. Rangasamy & Co., (Firm Registration No. 003073S), as Statutory Auditors of the company to hold office until the conclusion of the 35<sup>th</sup> Annual General Meeting, the Company hereby ratifies the appointment of M/s. D. Rangasamy & Co., Chartered Accountants (Firm Registration No. 003073S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 at such remuneration plus Service Tax as applicable and reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors and the Auditors based on the recommendation of the Audit Committee.

**SPECIAL BUSINESS**

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Anuradha Chandrasekaran (DIN 00661008) who was appointed as an Additional Director (Independent Director) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office from the date of this Annual General Meeting (32<sup>nd</sup> AGM) till the date of the 35<sup>th</sup> AGM (Both days inclusive).

By Order of the Board  
For Tebma Shipyards Limited

Chennai  
20/06/2016

P.R.KANNAN  
Company Secretary

## NOTES

- (a) 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. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxy to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting. A Proxy Form is appended with the admission slip.
- (b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the item 4 of the Notice is annexed hereto.
- (c) The businesses as set out in the Notice may be transacted through electronic voting system and the Company has provided a facility for voting by electronic means. In accordance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, through the e-voting platform of Central Depository Services (India) Limited ("CDSL"). The e-voting facility is an alternate, to all the Members to enable them to cast their votes electronically instead of casting their vote at the AGM.

Instructions for shareholders voting electronically are as under:

(i) The voting period begins on 27/08/2016 at 10.00 AM and ends on 29/08/2016 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 viz., 23/08/2016 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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 (v).</p>

- (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 No. 160712004 Tebma Shipyards 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> 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](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

A Shareholder who acquired shares after the despatch of Notice but before the cut-off date may contact Mr. P R Kannan, Company Secretary, Phone No. 044 28340703, email ID [compsec@tebma.com](mailto:compsec@tebma.com) or Mr. Narashiman, Joint Manager Shares, of M/s. Cameo Corporate Services Limited, Contact No. 044 28460390, email ID [narasimhan@cameoindia.com](mailto:narasimhan@cameoindia.com), seeking Login ID and password.

In terms of Notification No.01/34/2013-CL-V-Part-I dated 19<sup>th</sup> March 2015, the Company will provide ballot / poll option at the AGM for those shareholders present at the meeting and who have not exercised the remote voting facility. The Company has appointed Mr. Ramachandran of M/s. G Ramachandran & Associates, Company Secretaries, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The results of the voting on the Resolutions at the AGM declared along with the Scrutinizer's report, will be posted on the Company's website and on CDSL's website on or before 02/09/2016.

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from 23/08/2016 to 30/08/2016 (both days inclusive).
- (b) Members are hereby requested to send all correspondence concerning transfers, transmissions, subdivision, consolidation, dematerialisation of shares or any other share related matters and/or change in address to the Company's Registrar and Transfer Agent "Cameo Corporate Services Limited" at Subramanian Building, No.1, Club House Road, Chennai 600 002.
- (c) Members/ proxies should bring the attendance slip duly filled in for attending the meeting and corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
- (d) Those Shareholders who have not surrendered their Counter Receipts in exchange for Share Certificates are once again reminded to surrender them to the Secretarial Department of the Company to enable despatch of the share certificates.
- (e) As per Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination form can be obtained from the Registrar & Share Transfer Agent of the company. Shareholders holding shares in dematerialized form may approach their respective Depository Participant to avail of and/or to change nomination facility.
- (f) As per SEBI directive, it shall be mandatory for every participant in the securities market to furnish self attested copy of the PAN (Permanent Account Number) card to the Company / RTA for registration of transfer of shares in physical form and shareholders holding shares in Electronic form are requested to submit their PAN details to their Depository Participant.
- (g) Members holding shares in electronic mode are requested to furnish their email id to the respective Depository Participant (DP) and those who are holding shares in physical mode are requested to furnish their email id to the Company / RTA to facilitate easy and faster dispatch of Notices of General Meetings and other communications by electronic mode from time to time.
- (h) All material documents relating to aforesaid agenda items of the Notice are available for inspection at the Registered Office of the Company on any working day prior to the date of the Meeting.
- (i) **As part of the Green initiative your Company intends to send Annual Report, Notices, other communications to all its shareholders through e-mode. In view of this all the shareholders are requested to furnish their e-mail id to RTA/Company.**
- (j) Information in respect of proposed appointment/ re-appointment of Directors

01	Name Age Qualifications Expertise  Shareholding Other Directorships <u>Name of the Company</u>  Committee Memberships, if any, with position	Mrs.Anuradha Chandrasekaran 40 Years M.Com.,ACA and ACMA. She has a little over 20 years of Corporate experience in handling Statutory Audit, Internal Audit valuation assignments for large Corporate houses etc.,  Nil Unisource Management Private Limited  <b>Nil</b>
02	Name Age Qualifications  Expertise  Shareholding Other Directorships <u>Name of the Company</u>  Committee Memberships, if any, with position	Mr Vijay Kumar 71 Years Bachelor of Naval Architectutre from IIT Kharaghpur  Has 49 years of experience in ship construction, ship design and management  Nil Bharati Shipyard Limited, Pinky Shipyard Private Limited, Bharati Marine Construction & Engineering Pvt Ltd., Oceanic Shipyard Limited, Bengal Shipyard Limited, Aditiya Urja Private Limited, Vishudh Urja Private Limited, Dhanshree Properties Private Limited, Natural Power Ventures Private Limited, Nirupam Energy Projects Private Limited, Shipace Shipping Private Limited, Sea Splice Shipping Private Limited, GOL Offshore Limited.  <b>Nil</b>

**Explanatory Statement**

Pursuant to Section 102 of the Companies Act, 2013

**Item No.4**

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mrs. Anuradha Chandrasekaran was appointed as an additional Director of the Company with effect from 24/02/2016. Being an Additional Director she shall hold the office up to the date of the ensuing Annual General Meeting. Further the Company has received a Notice in writing from a Member in terms of Section 160 of the Companies Act 2013 along with the required deposit proposing the name of Mrs. Anuradha Chandrasekaran as a director (Independent Director) of the Company. Mrs. Anuradha Chandrasekaran's tenure of appointment will be from the date of this AGM (32<sup>nd</sup> AGM) till the date of the 35<sup>th</sup> AGM.

The Company has received a declaration from Mrs. Anuradha Chandrasekaran stating that she meets with the criteria of independence as stipulated under section 149. Mrs. Anuradha Chandrasekaran possess necessary skills, knowledge and experience required to function as an Independent Director. Copy of the letter of appointment Mrs. Anuradha Chandrasekaran as an Independent Director is available for inspection by the Members at the Registered Office of the Company.

The Board recommends the passing of the Ordinary Resolution as set out in item No.4 of the accompanying Notice. The resolution is placed before the Members of the Company for their approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are interested or concerned in this resolution except Mrs. Anuradha Chandrasekaran as it relates to her appointment.

By Order of the Board  
For Tebma Shipyards Limited

P.R.KANNAN  
Company Secretary

Chennai  
20/06/2016.