

TIDEL PARK COIMBATORE LIMITED
[CIN-U45209TN2007PLC064060]
Registered Office: No.4, Rajiv Gandhi Salai, Taramani
Chennai 600 113

Ph: 044-22540666, 0422 – 2513604, Fax: 044-22541674, 0422 – 2513609
Web: tidelpark-coimbatore.com / Mail: tpcl@tidelpark-coimbatore.com

NOTICE

Notice is hereby given that the **Eighth Extraordinary General Meeting** of TIDEL Park Coimbatore Limited will be held at **12.30 PM on Thursday, the 28th March 2019** in the **P&D Conference Hall, 2nd Floor Old Building, Secretariat, Chennai 600 009** to transact the following business:-

Special Business:

1. Appointment of Dr. N. Sundaradevan, IAS (Retd.) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Dr. N. Sundaradevan, IAS (Retd.) (DIN: 00223399) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of Two years with effect from 28th March 2019 at a suitable remuneration to be fixed by the Board of Directors.”

2. Appointment of Thiru. A. Kumaresan as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Thiru. A. Kumaresan (DIN: 00149567) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of Two years with effect from 28th March 2019 at a suitable remuneration to be fixed by the Board of Directors.”

3. Appointment of Tmt. G.R. Divyashri as a Director of the Company

To consider and if deemed fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Tmt. G.R. Divyashri (DIN No.08364651), who was appointed as Additional Director with effect from 15.2.2019 and whose appointment has been recommended by the Nomination and Remuneration Committee be and is hereby appointed as Director of the Company, liable to retire by rotation.”

(By order of the Board of Directors)

(M. Gita)
COMPANY SECRETARY

Place: Coimbatore
Date: 20.3.2019

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No.s 1, 2 and 3 above and the relevant details of the Directors are annexed hereto.
2. A member entitled to attend and vote at the General Meeting may appoint a proxy to attend and vote instead. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting. Proxy form is enclosed.
3. All documents referred to in the accompanying notice and the Explanatory Statement are open for inspection of the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Holidays, up to the date of the EGM.
4. Corporate Members intending to send their authorised representatives to attend the Extraordinary General Meeting (EGM) are requested to send due authorisations for their representative to attend and vote in their behalf at the Meeting.

(By order of the Board of Directors)

(M. Gita)
COMPANY SECRETARY

Place: Coimbatore
Date: 20.3.2019

TIDEL PARK COIMBATORE LIMITED

EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out all material facts relating to the business mentioned under **Item No.s 1 and 2** of the accompanying Notice dated 20th March 2019:

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1st April 2014 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, every Public Company having a paid up share capital of Rs. 10 Crores or above or turnover of Rs. 100 Crores or outstanding loans, debentures and deposits exceeding Rs. 50 Crores based on last audited financial statement must have a minimum of 2 independent directors. Appointment of independent director shall be approved by Company in General Meeting. Further, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter regarding appointment of Dr. N. Sundaradevan, IAS (Retd.) and Thiru.A.Kumaresan as Independent Directors was placed before the Board, which recommended their appointment as Independent Directors for a period of two years.

The above named Directors have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. A brief profile of the Directors to be appointed is given below:

Item No.1

Dr. N. Sundaradevan, IAS (Retd.) a 1979 Batch IAS Officer has served in the Indian Revenue Service (ITO) from July 1977 - Jul 1979 and in the Indian Administrative Service from July 1979-Aug 1990 and Apr 1994-Sep 2012. Dr. N. Sundaradevan, IAS (Retd.) has held various predominant positions as an IAS officer, which include the posts of Sub-Collector, Regional Manager TNCSC, MD-SIPCOT, District Collector Kaniyakumari & Tiruchirapalli, MD-TN Textbook Society, Director of Handlooms & Textiles, Secretary, State Election Commission, OSD-CM Office, Secretary to CM, Secretary, Health & Family Welfare, Director-Guidance Bureau and Secretary Revenue Dept. Dr. N. Sundaradevan, IAS (Retd.) retired during the year 2012 as Additional Chief Secretary, Industries Dept., Govt. of TN. Dr. N. Sundaradevan, IAS (Retd.) has also been CMD-TIDCO, Chairman, TPCL, CMD-TAMIN, CMD-TN Industrial Explosives, Chairman-TN Cements and the Director, Chennai Metro. He has also been on the Board of various Companies.

Item No.2

Thiru. A. Kumaresan (B.Sc., L.L.B., FCS., FFII) is a Law graduate from Bangalore University with additional professional qualification viz; Fellow Member of ICSI, Fellow Member of Federation of Insurance Institutes and Post Graduate Diploma in Journalism. He has rich working experience of over 45 years in Legal & Secretarial fields in core industries viz; Information Technology, Steel, Fertilisers, Engineering, Insurance and Finance of big business houses in India. Thiru. A. Kumaresan is a Senior Faculty of the Institute of Directors (IOD), New Delhi specialising in Corporate Governance, a visiting Faculty on few Institutes imparting knowledge on Intellectual Properties, an Executive Committee Member on International Chamber of Commerce, Member of the working group for drafting Model Optical Disc Law constituted by the Ministry of I&B. Thiru.A.Kumaresan's last employment was as Executive Director, Corporate Governance (Best and Crompton), prior to which he was Head of Legal, TCS. Thiru. A.Kumaresan is now the Chairman of AEC Promag Consultancy Pvt. Ltd.

In the opinion of the Board, the above Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members for their approval.

The Independent Directors will be eligible for sitting fees for meetings of the Board / Sub-Committees of the Board as decided by the Board and for reimbursement of expenses for attending the meeting.

The terms and conditions of their respective appointments shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Item No.3

Tmt. G.R. Divyashri, General Manager (HR), ELCOT was appointed as Additional Director of the Company with effect from 15.2.2019 and holds office till the ensuing General Meeting. The nomination of Tmt. G.R. Divyashri, as Additional Director has been recommended by the Nomination and Remuneration Committee.

The Board commends the Resolution at Item No.s 1, 2 and 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.s 1, 2 and 3 of the accompanying Notice.

(By order of the Board of Directors)

(M. Gita)
COMPANY SECRETARY

Place: Coimbatore
Date: 20.3.2019

Details of Directors Seeking Appointment

Particulars	Dr. N. Sundaradevan, IAS (Retd.)	Thiru. A. Kumaresan	Tmt. G.R. Divyashri
Date of Birth	2 nd Sep 1952 (66 years)	21 st Dec 1951 (67 years)	9 th Dec 1989 (29 years)
Qualifications	Ph.D in Sociology (Applied Demography), M.Sc Chemistry, IAS	B.Sc., L.L.B., FCS., FFII., Post Grad Diploma in Journalism	B.E., M.B.A
Expertise in specific functional areas	A 1979 Batch IAS Officer, Dr. N. Sundaradevan, has served in the Indian Revenue Service (ITO) from July 1977 - Jul 1979 and has served in the Indian Administrative Service from July 1979-Aug 1990 and Apr 1994-Sep 2012. Dr. N. Sundaradevan has held various predominant positions as an IAS officer, which include the posts of Sub-Collector, Regional Manager TNCSC, MD-SIPCOT, District Collector Kaniyakumari & Tiruchirapalli, MD-TN Textbook Society, Director of Handlooms & Textiles, Secretary, State Election Commission, OSD-CM Office, Secretary to CM, Secretary, Health & Family Welfare, Director-Guidance Bureau and Secretary Revenue Dept. Dr. N. Sundaradevan retired during the year 2012 as Additional Chief Secretary, Industries Dept., Govt. of TN. Dr. N. Sundaradevan has also been CMD-TIDCO, CMD-TPCL, CMD-TAMIN, CMD-TN Industrial Explosives, Chairman-TN Cements and the Director, Chennai Metro	Thiru. A. Kumaresan (B.Sc., L.L.B., FCS., FFII) is a Law graduate from Bangalore University with additional professional qualification viz; Fellow Member of ICSI, Fellow Member of Federation of Insurance Institutes and Post Graduate Diploma in Journalism. He has rich working experience of over 45 years in Legal & Secretarial fields in core industries viz; Information Technology, Steel, Fertilisers, Engineering, Insurance and Finance of big business houses in India. Thiru. A. Kumaresan is a Senior Faculty of the Institute of Directors (IOD), New Delhi specialising in Corporate Governance, a visiting Faculty on few Institutes imparting knowledge on Intellectual Properties, an Executive Committee Member on International Chamber of Commerce, Member of the working group for drafting Model Optical Disc Law constituted by the Ministry of I&B. Thiru. A.Kumaresan's last employment was as Executive Director, Corporate Governance (Best and Crompton), prior to which he was Head of Legal, TCS. Thiru. A.Kumaresan is now the Chairman of	Tmt.G.R.Divyashri is the General Manager (HR) of Electronics Corporation of Tamilnadu and has been nominated by ELCOT as Director on the Board of TIDEL Park Coimbatore Ltd.

		AEC Promag Consultancy Pvt. Ltd.	
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Particulars	Dr. N. Sundaradevan, IAS	Thiru. A. Kumaresan	Tmt. G.R. Divyashri
Directorships held in other companies (excluding foreign companies)	<u>Independent Director</u> ⇒ Information Technology Park Ltd., Bangalore ⇒ Ascendas IT Park (Chennai) Ltd. ⇒ State Trading Corporation of India Ltd. ⇒ TN Petro Products Ltd.	⇒ AEC Promag Consultancy Pvt. Ltd., Director ⇒ Shree Digvijay Cement Co. Ltd., Independent Director ⇒ Queyes Engineering Services Pvt. Ltd. Director	Nil
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil	Nil	Nil
No. of shares held in the Company	Nil	Nil	Nil

Form No. MGT-11

Proxy form

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

CIN : **U45209TN2007PLC064060**
Name of the company : **TIDEL Park Coimbatore Ltd.**
Registered office : No.4 Rajiv Gandhi Salai, Taramani, Chennai – 600 113

Name of the member (s)	:	
Registered address:	:	
E-mail Id:	:	
Folio No/ Client Id:	:	
DP ID:	:	

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

1. Name :
Address :
E-mail Id :
Signature : or failing him

2. Name :
Address :
E-mail Id :
Signature : or failing him

3. Name :
Address :
E-mail Id :
Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Extraordinary General Meeting of the company, to be held on the 28th day of March 2019 at 12.30 PM at the P&D Conference Hall, 2nd Floor Old Building, Secretariat, Chennai 600 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.	Appointment of Dr. N. Sundaradevan, IAS (Retd.) as an Independent Director
2.	Appointment of Thiru. A. Kumaresan as an Independent Director
3.	Appointment of Tmt. G.R. Divyashri as Director

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp

Note: 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.

TIDEL PARK COIMBATORE LIMITED
Registered Office : No.4, Rajiv Gandhi Salai,
Taramani, Chennai 600 113

Extraordinary General Meeting on 28th March 2019

ATTENDANCE SLIP

Name & address of the member :

Folio No. :

Client Id :

DP ID: :

No. of shares held :

I hereby record my presence at the 8th Extraordinary General Meeting of the Company to be held at 12.30 PM on Thursday, the 28th March 2019 in the P&D Conference Hall, 2nd Floor Old Building, Secretariat, Chennai 600 009 and at any adjournment thereof.

Signature of Member or Proxy

THE COMPANIES ACT 2013
Consent of Shareholder for shorter notice
[Pursuant to Section 101(1)]

To

**The Board of Directors
TIDEL Park Coimbatore Ltd.
No.4, Rajiv Gandhi Salai
Taramani
Chennai 600 113**

Sirs,

I / we Member of TIDEL Park Coimbatore Ltd., holding Shares of Rs. 10/- each in the Company in my / our name and entitled to attend and vote at a General Meeting of the Company do hereby give consent pursuant to Section 101(1) of the Companies Act 2013 to hold the Eighth Extra-ordinary General Meeting at Chennai on 28th March 2019 and give my / our consent for sending notice less than 21 days before the date of meeting and hereby agree that the notice shall be deemed to have been sent as per the requirements of the Companies Act 2013.

Signature:

Name of the person:

Designation:

Name of the Company:
(Share Holder)

Address:

Dated the day of March 2019

Google Maps



