



## SRIKALAHASTHI PIPES LIMITED

Regd. Office: Rachagunneri – 517641, Srikalahasthi Mandal, Chittoor District, A.P. India  
Phone: 08578-286650-55, Website : www.srikalahasthipipes.com, E-mail : companysecretary@srikalahasthipipes.com  
CIN : L74999AP1991PLC013391

### NOTICE

NOTICE is hereby given that Twenty Seventh Annual General Meeting of Srikalahasthi Pipes Limited will be held at the Registered Office of the Company at Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on Friday, the 6th day of September, 2019 at 12.00 Noon to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March, 2019 and Profit & Loss Account for the year ended as on that date, together with the Auditors' Report and Directors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr G.S. Rathi (DIN: 00083992) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS :

4. Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) of enactment thereof, for the time being in force and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,60,000 plus applicable taxes and out of pocket expenses at actual payable to M/s. Narasimhamurthy & Co., a firm of Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. To approve appointment of Mr T. Venkatesan (DIN: 00124050) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT subject to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr T. Venkatesan (DIN: 00124050) who has been appointed by the Board of directors as Additional Director of the Company and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution."

6. To approve appointment of Mr T. Venkatesan (DIN: 00124050) as Independent Director of the Company for a term of five years:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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) and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, Mr T. Venkatesan (DIN: 00124050), a non-executive Director of the Company, who is eligible for appointment 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 his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five years with effect from January 31, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and/or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013, as determined by the Board from time to time.

“RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

7. To approve re-appointment of Mr R.K. Khanna (DIN 05180042) as Independent Director for the 2nd term of five years:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr R.K. Khanna (DIN 05180042), a non-executive Director of the Company, who is eligible for reappointment 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 his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a 2nd term of five consecutive years with effect from 27th September, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and/or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013, as determined by the Board from time to time”

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above.

8. To approve revision in the terms of remuneration payable to Mr V. Poyyamozhi (DIN 07887406), Whole-time Director:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

RESOLVED THAT in partial modification of the resolution passed at the 25th Annual General Meeting of the Company held on 27th September, 2017 for appointment and payment of remuneration of Mr V. Poyyamozhi (DIN 07887406), Whole-time Director, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and such other permissions, sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded for payment of commission, over and above remuneration payable to him, not exceeding 0.5% of the net profits of the Company as computed in the manner laid down in Sections 197 and 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, for the relevant financial year, subject to a maximum amount to be decided by the Board every year starting from the FY 2018-19, till expiry of his term.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

9. To approve re-appointment of Mr G.S. Rathi (DIN:00083992) as Whole-time Director of the Company for a period of five years with effect from 1st July, 2020:

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr Gouri Shankar Rathi (DIN:00083992) as Whole-time Director of the Company for a period of five years, liable to retire by rotation, with effect from 1st July, 2020, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

By Order of the Board  
For Srikalahasthi Pipes Limited

G. Kodanda Pani  
Company Secretary

Place: Chennai.  
Dated: 22nd July, 2019

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, instead of himself / herself. The proxy, so appointed, need not be a member of the company. In order to be effective, the proxy form(s) duly completed and signed should reach the registered office of the company at least 48 hours before the commencement of the meeting. A person shall not act as a proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice and intimation required to be furnished as per Regulation 36 of the Listing Regulations are annexed hereto.
3. The register of members and the Share Transfer Books of the Company shall remain closed from 31st August, 2019 to 6th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the FY 2018-19. The cut-off date for determining voting rights for e-voting on resolutions that will be listed for Annual General Meeting will be 30th August, 2019.
4. Dividend in respect of equity shares for the financial year ended 31st March, 2019, as recommended by the Board, if approved by the members will be paid within a period of 30 days from the date of declaration of dividend to the beneficial owners of shares whose names appear in the Register of members of the Company as on the closing of business hours on 30th August, 2019 as per the information furnished to the Company by Depositories for this purpose.
5. Members are requested to furnish their Bank Account details, change of address etc., to the Registrar and Share Transfer Agents in respect of shares held in physical form. If the shares are held in electronic form, then the said particulars should be furnished to their respective Depository Participants (DPs).
6. Members desirous of getting any information in respect of the Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
7. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.  
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
8. Equity Shares of the Company fall under the category of compulsory de-mat trading by all investors. Considering the advantages of scripless trading, shareholders are requested to consider dematerialization of their shareholding so as to avoid inconvenience.

Members who have not received their dividend paid by the Company in respect of earlier years are requested to check with the Company's Registrar & Transfer Agent – Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Members are requested to note that in terms of Section 124 (2) of the Companies Act, 2013, dividend declared by the Company, for earlier years, which remain unclaimed for a period of 7 years from the date when it first became due for payment will be transferred by the Company to a fund called “Investor Education and Protection Fund” (IEPF), set up by the Central Government. Accordingly, the unpaid/unclaimed dividend, if any, for the financial years 2011-12 and onwards will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend accounts of the Company to IEPF and thereafter, no claim shall be entertained in respect of the dividend transferred to the Fund. The details of unclaimed dividend transferable to the said Fund are given below :

Year	Dividend per share (RS)	Date of declaration	Proposed date of transfer to IEPF account
2011-12	Nil	-	-
2012-13	Nil	-	-
2013-14	1.50	27.09.2014	26.10.2021
2014-15	3.00	24.08.2015	23.09.2022
2015-16	5.00	29.08.2016	28.09.2023
2016-17	6.00	27.09.2017	26.10.2024
2017-18	6.00	19.09.2018	18.10.2025

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company/Registrar.

9. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company will provide/host the required details of unclaimed amounts referred under Section 124 (2) of the Companies Act, 2013 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
10. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
11. Members may also note that the Annual Report and the Notice of the Annual General Meeting will also be available on the Company's website [www.srikalahasthipipes.com](http://www.srikalahasthipipes.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost.
12. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board Resolution/ Power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
13. Members are requested to give us their valuable suggestions for improvement of our investor services.
14. Voting through electronic means : Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Amendment Rules, 2015 of the Act and as per the requirements of the SEBI (LODR) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means through e-Voting Services provided by Karvy Fintech Private Limited. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 30th August, 2019 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 3rd September, 2019 and will end at 5.00 p.m. on 5th September, 2019. The Company has appointed Mr. S. Chidambaram, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure/ instructions given hereinafter.

#### Procedure/Instructions for remote e-voting :

##### A. Members Receiving Notice through e-mail from Karvy:

- i. To use the following URL for e-voting:  
<https://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 30th August, 2019, may cast their vote electronically.
- iii. Enter the login credentials (i.e. User ID and Password). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e., Sri Kalahasthi Pipes Limited.



INSPIRING GROWTH

- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9.00 a.m. on 3rd September, 2019 and close at 5.00 p.m. on 5th September, 2019.
- xiii. 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 <http://evoting.karvy.com> or contact Toll Free No. 18003454001.
- xiv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [schid285@gmail.com](mailto:schid285@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**B. Members receiving physical copy of Notice of AGM and Attendance Slip:**

- i) Please use the User ID and initial password as provided at the bottom of the Attendance Slip.
  - ii) Please follow all steps from Sr. No. (i) to (xiv) as mentioned in (A) above, to cast your vote.
2. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
  3. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  4. The Board of Directors of the Company has appointed Mr S. Chidambaram, Practicing Company Secretary, as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  5. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 30th August, 2019.
  6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 30th August, 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
  7. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the USER ID and Password in the manner as mentioned below:
    - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+ Folio No. or DP ID Client ID to 9212993399  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567890
    - b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - c. Member may call Karvy's toll free number 1-800-3454-001
    - d. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
  8. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
  9. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Company. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.srikalahasthipipes.com](http://www.srikalahasthipipes.com), on the website of the Karvy at <https://evoting.karvy.com> and shall simultaneously be communicated to the Stock Exchanges within 48 hours of conclusion of the Annual General Meeting.

By Order of the Board  
For Srikalahasthi Pipes Limited

G. Kodanda Pani  
Company Secretary

Place: Chennai.

Dated: 22nd July, 2019

## ANNEXURE TO THE NOTICE (EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013)

### Item No.4:

The Board of Directors, on the recommendation of Audit Committee, has approved the appointment of M/s. Narasimhamurthy & Co., a firm of Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs.1,60,000 (Rs. One Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pockets expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read together 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, consent of the members is sought for passing an ordinary resolution as set out in Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.4 of the Notice above by way of ordinary resolution.

None of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution as set out in Item No.4 of the Notice.

### Item No.5:

Based on the recommendation of the Nomination & Remuneration Committee, Mr T. Venkatesan was appointed as an Additional Director on the Board of the Company with effect from 31st January, 2019 to hold office upto the date of this Annual General Meeting.

Shri T Venkatesan is a graduate in Economics and a member of the Institute of Chartered Accountants of India. He has over 40 years of experience in Sugar, Power, Automobile, Metals and Cement industries. While Shri T.Venkatesan has worked in large Corporates like, Eicher Tractors, Triveni Engg Works Ltd., AV Birla Group and Vedanta Ltd, his last stint prior to Dalmia Bharat Ltd was in Vedanta Group as CEO, Sterlite Industries and CEO and wholetime Director of Vedanta Alumina Ltd. He joined Dalmia Group as CEO & Wholetime Director of Dalmia Cement Bharat Ltd., in 2006 and now continues as a Board member both in Dalmia Cement Bharat Ltd and Dalmia Bharat Sugar and Industries Ltd.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr T. Venkatesan as a Director of the Company.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.5 of the Notice above by way of ordinary resolution.

Except Mr T. Venkatesan, none of the Directors or key managerial personnel of the Company or their relatives, except to the extent of shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.5 of the Notice.

### Item No.6:

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee appointed Mr T. Venkatesan as Independent Director on the Board of the Company with effect from 31st January, 2019 to hold office for a period of five consecutive years. The Nomination and Remuneration Committee and the Board of Directors consider that, given the background and experience of Mr T. Venkatesan, it would be beneficial to the Company to avail his services as an Independent Director. The Board of Directors, therefore has recommended appointment of Mr T. Venkatesan as an Independent Director term of five consecutive years on the Board of the Company.

Shri T Venkatesan is a graduate in Economics and a member of the Institute of Chartered Accountants of India. He has over 40 years of experience in Sugar, Power, Automobile, Metals and Cement industries. While Shri T.Venkatesan has worked in large Corporates like, Eicher Tractors, Triveni Engg Works Ltd., AV Birla Group and Vedanta Ltd, his last stint prior to Dalmia Bharat Ltd was in Vedanta Group as CEO, Sterlite Industries and CEO and wholetime Director of Vedanta Alumina Ltd. He joined Dalmia Group as CEO & Wholetime Director of Dalmia Cement Bharat Ltd., in 2006 and now continues as a Board member both in Dalmia Cement Bharat Ltd and Dalmia Bharat Sugar and Industries Ltd.



A Declaration has been received from Mr Venkatesan that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr Venkatesan fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for appointment as an Independent Director and that he is independent of the management of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, Mr Venkatesan would be entitled to remuneration by way of commission as may be determined by the Board. Consent of the Members by way of Ordinary Resolution is required for appointment of Mr Venkatesan, in terms of Section 149 of the Act.

In terms of Regulation 36 of the Listing Regulations 2015, a brief profile of Mr T. Venkatesan, who is proposed to be appointed as independent director in this meeting for a term of five years in terms of the applicable provisions of the Act, nature of his expertise in specific functional areas, other directorships and committee membership are at the end of the explanatory statement.

Copy of draft letter of appointment of Mr T. Venkatesan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.6 of the Notice above by way of an ordinary resolution.

Except Mr T. Venkatesan, none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.6 of the Notice.

#### **Item No.7:**

The Members at the Annual General Meeting held on 27th September, 2014 approved the appointment of Mr R.K. Khanna as an Independent Director of the Company for a period of five years with effect from the said date. Mr Khanna will complete his present term on 26th September, 2019. The Board of Directors of the Company ('the Board') at the meeting held on 8th May 2019, on the recommendation of the Nomination & Remuneration Committee, approved re-appointment of Mr R.K. Khanna as independent director for a 2nd term of five years with effect from 27th September, 2019 and recommended the same for the approval of the shareholders, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mr.R.K.Khanna is a Graduate in Management – Finance and holds Post Graduate Diploma in Marketing & Sales Management from FMS, Delhi University and has done Certification Course in Infrastructure & Housing Finance from Wharton School of Management, USA. He has rich experience in Financial Management and Banking operations, besides sales and marketing. He served as Dy.Chief of Finance in National Building Construction Corporation Limited, New Delhi. In his long stint of 25 years with HUDCO, he held senior Management positions viz. Executive Director and Sr.Executive Director and contributed for the business development of Western/Eastern/North Eastern Zones.

The Board is of the view that the continued association of Mr Khanna would benefit the Company, given the knowledge, experience and performance of Mr Khanna, and his valuable contributions made during his tenure. A Declaration has been received from Mr Khanna that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Khanna fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, Mr Khanna would be entitled to remuneration by way of commission as may be determined by the Board. Consent of the Members by way of Special Resolution is required for re-appointment of Mr Khanna, in terms of Section 149 of the Act.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr Khanna has been received by the Company, and consent has been filed by Mr R.K. Khanna pursuant to Section 152 of the Act.

In terms of Regulation 36 of the Listing Regulations 2015, a brief profile of Mr R.K. Khanna, who is proposed to be appointed as independent director in this meeting for the 2nd term of five years in terms of the applicable provisions of the Act, nature of his expertise in specific functional areas, other directorships and committee membership are at the end of the explanatory statement.

Copy of draft letter of appointment of Mr R.K. Khanna setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.7 of the Notice above by way of special resolution.

Except Mr R.K. Khanna, none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.7 of the Notice.

#### Item No.8:

It may be recalled that Mr V. Poyyamozhi was appointed as Whole-time Directors of the Company with effect from 10th August, 2017 at the meeting of the shareholders held on 27th September, 2017 as per the terms of remuneration approved by the shareholders in the said Annual General Meetings of the Company.

The Company, during the FY 2017-18 and 2018-19, has achieved significant growth with its turnover crossing Rs.1500 crores. Mr V. Poyyamozhi, Whole-time Director has provided dedicated and meritorious services and made significant contribution to the overall growth of the Company. Since there has been a considerable increase in his duties and responsibilities and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 8th May, 2019, on the recommendations made by the nomination and remuneration committee, has approved the proposal of payment of commission over and above remuneration payable to him, not exceeding 0.5% of the net profits of the Company as computed in the manner laid down in Sections 197 and 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, for the relevant financial year, subject to a maximum amount to be decided by the Board every year starting from the FY 2018-19, till expiry of his present term.

Except for the aforesaid payment of commission, all other terms and conditions of his appointment as the Whole-time director of the Company as approved earlier, shall remain unchanged. The revision in remuneration proposed above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.8 of the Notice above by way of ordinary resolution.

Except Mr V. Poyyamozhi, none of the Directors or key managerial personnel of the Company or their relatives, except to the extent of shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.8 of the Notice.

#### Item No.9:

Based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of directors, the shareholders at the Annual General Meeting of the Company held on 24th August, 2015 had approved appointment of Mr G.S. Rathi as Whole-time director of the Company for a period of five years, liable to retire by rotation with effect from 1st July, 2015. His present term would be expiring on 30th June, 2020.

Mr. G. S. Rathi aged about 70 years is a Graduate in Commerce from Bhagalpur University, Bihar, Law graduate from Calcutta University and a qualified Company Secretary. He worked as Executive Director of Electrosteel Castings Limited (ECL) and was looking after the working of Elavur Unit of Electrosteel, besides marketing and sales of ECL in Southern and Western Regions of India. He has expertise in business administration, marketing and actively involved in the management of day to day operations of the Company. He earlier worked as Vice President- cum- Company Secretary of Vidula Chemicals & Manufacturing Industries, a Birla Group Company and implemented a Greenfield Chemical Project near Kolkata. During his present tenure as Whole-time director of the Company, he provided dedicated and meritorious services and made significant contribution to the overall growth of the Company. He holds 18194 shares of the Company constituting 0.039% of the overall equity share capital of the Company.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his performance and other attributes, that his continued full time association would be of immense benefit to the Company and it is desirable to avail his services as a whole-time director for a term of five years with effect from 1st July, 2020 on the terms and conditions of as set out below:-

#### Proposed Remuneration and other terms of appointment of Mr G.S. Rathi: (From 1st July, 2020 to 30th June, 2025)

Particulars	Proposed
Basic Salary	Rs.4,55,000/- p.m. in the grade of Rs.4,55,000-25,000-5,55,000/-
Special Allowance	Rs.6,64,500/- p.m. in the grade of Rs.6,64,500-10,000-7,04,500/-
HRA	60% of Basic
Electricity Charges at Residence	At Actuals
Medical Reimbursement	As per Company Policy
L T A	As per Company Policy
Leave	As per Company Policy



Club Fees	Fees of a maximum of two clubs excluding admission & life membership fees.
Car & Telephone	Provision of a car for use on the Company's business and telephone at residence. However, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
Personal Accident & Term Insurance	Premium not to exceed Rs.10,000 per annum.
Mediclaime Policy	As per Company Policy
Encashment of Leave	In accordance with the Company's rules and regulations.
Contribution to Retiral Benefit Funds	The Company's contribution to Provident Fund as applicable to other employees. Gratuity in accordance with the Gratuity Fund Rules.
Other benefits, amenities and facilities	In accordance with the Company's rules and regulations.
Profit related commission	Not exceeding 0.5% of the net profits of the Company as computed under Sections 197 and 198 of the Companies Act, 2013, subject to a maximum amount to be decided by the Board every year starting from the FY 2020-21 till expiry of his term of appointment

### Others:

Subject to overall remuneration mentioned hereinabove, the Whole-time Director may be given any other allowances, benefits and perquisites as the Board may approve from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

For the purpose of eligibility of perquisites "family" means the spouse, the dependent children and dependent parents of the Whole-time Director.

### Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during the currency of tenure of the director, the Company will pay salary, perquisites and other allowances as specified above as the minimum remuneration.

### General :

Subject to the overall superintendence, direction and control of the Board of Directors, the Whole-time Director shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors.

The aforesaid appointment may be terminated by either party by giving to the other, one months' notice in writing.

The Whole-time director shall be liable to retire by rotation, provided that such retirement shall not, if he is re-appointed at the same meeting at which he retires by rotation, affect his appointment as the Whole-time Director of the Company which shall continue to be for a period of five years with effect from 1st July 2020.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr G.S. Rathi under Section 190 of the Companies Act, 2013.

In terms of Regulation 36 of the Listing Regulations 2015, a brief profile of Mr G.S. Rathi who is proposed to be re-appointed as Whole-time director in this meeting for a term of five years in terms of the applicable provisions of the Act, nature of his expertise in specific functional areas, other directorships and committee memberships are at the end of the explanatory statement.

The Board of Directors of the Company, therefore, recommends passing of the resolutions as set out in Item No.9 of the Notice above by way of special resolution.

Except Mr G.S. Rathi, none of the Directors or key managerial personnel of the Company or their relatives, except to the extent of shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.9 of the Notice.

By Order of the Board  
For Srikalahasthi Pipes Limited

Place: Chennai.  
Dated: 22nd July, 2019

G. Kodanda Pani  
Company Secretary

### Intimation required to be furnished as per Regulation 36 of the Listing Regulations, 2015:

As required under the Listing Regulations, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

Name of Director(s)	Mr. G.S. Rathi (1)	Mr T. Venkatesan (2)	Mr R.K. Khanna (3)
Date of Birth	9th January, 1950	4th October, 1952	19th October, 1952
DIN	00083992	00124050	05180042
Date of appointment	1st July, 2015	31st January, 2019	27th September, 2014
Qualifications	B.Com (Hons.), FCS, LLB.	Graduation in Economics, Member of The Institute of Chartered Accountants of India	Graduate in Management – Finance, Post Graduate Diploma in Marketing & Sales Management from FMS, Delhi University
Brief Profile	Mr. G. S. Rathi is a Graduate in Commerce from Bhagalpur University, Bihar, Law graduate from Calcutta University and a qualified Company Secretary. He worked as Executive Director of Electrosteel Castings Limited (ECL) and was looking after the working of Elavur Unit of Electrosteel, besides marketing and sales of ECL in Southern and Western Regions of India. He has expertise in business administration, marketing and actively involved in the management of day to day operations of the Company. He earlier worked as Vice President- cum- Company Secretary of Vidula Chemicals & Manufacturing Industries, a Birla Group Company and implemented a Greenfield Chemical Project near Kolkata.	Mr T. Venkatesan is a graduate in Economics and a member of the Institute of Chartered Accountants of India. He has over 40 years of experience in Sugar, Power, Automobile, Metals and Cement industries. While Shri T.Venkatesan has worked in large Corporates like, Eicher Tractors, Triveni Engg Works Ltd., AV Birla Group and Vedanta Ltd, his last stint prior to Dalmia Bharat Ltd was in Vedanta Group as CEO, Sterlite Industries and CEO and wholetime Director of Vedanta Alumina Ltd. He joined Dalmia Group as CEO & Wholetime Director of Dalmia Cement Bharat Ltd., in 2006 and now continues as a Board member both in Dalmia Cement Bharat Ltd and Dalmia Bharat Sugar and Industries Ltd.	Mr.R.K.Khanna is a Graduate in Management – Finance and holds Post Graduate Diploma in Marketing & Sales Management from FMS, Delhi University and has done Certification Course in Infrastructure & Housing Finance from Wharton School of Management, USA. He has rich experience in Financial Management and Banking operations, besides sales and marketing. He served as Dy.Chief of Finance in National Building Construction Corporation Limited, New Delhi. In his long stint of 25 years with HUDCO, he held senior Management positions viz. Executive Director and Sr.Executive Director and contributed for the business development of Western/ Eastern/North Eastern Zones.
Directorship in other Public Limited Companies.	-	1. Dalmia Bharat Sugar and Industries Limited 2. Dalmia Cement Bharat Limited	-
Shareholding	18194 shares	Nil	Nil
Membership in other Board Committees :			
1) Audit Committee	-	---	---
2) Nomination & Remuneration Committee	-	--	--
3) Stakeholders' Relationship Committee	-	--	--

ROUTE MAP OF AGM VENUE

