

# Tablets (India) Limited

CIN U24231TN1938PLC002883

JHAVER CENTRE

72, MARSHALLS ROAD, EGMORE, CHENNAI - 600 008.

PHONE : +91-44-42050000

FAX : +91-44-28589090

Web : www.tabletsindia.com

email : secdept@tabletsindia.com



**TABLETS** अयं मे विश्व भेषज :

## NOTICE OF THE 83<sup>RD</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Third Annual General Meeting of Tablets (India) Limited will be held at the Registered Office of the Company situated at Jhaver Centre, R.A. Building, Old No 19, New No 72, Marshalls Road, Egmore, Chennai – 600 008 on Monday, the 27<sup>th</sup> day of September, 2021 at 11.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, including the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021, and the Report of Auditors thereon.
2. To appoint a Director in the place of Mr. R Thiruvengadam (DIN 02225457) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mrs. Shakuntala Daga (DIN 08210130), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR

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

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s Srinivasan Damodaram & Associates, Cost Accountants, to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31<sup>st</sup> March, 2022 be paid remuneration of Rs. 1,25,000/- plus tax and out-of-pocket expenses in performance of their duties.

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

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## 5. APPROVAL FOR RELATED PARTY TRANSACTION

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 188(1), 188(1)(f) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to provide a remuneration of Rs. 50,00,000/- p.a. (Rupees Fifty Lakhs only) to Mr. T Sathish, a related party within the meaning of Section 2(76) of the Act, who is holding an office or place of profit in the Company, on such terms and conditions as the Board of Directors may deem fit for a period of three financial years, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

## 6. TO APPROVE THE REVISION OF THE PAY SCALE LIMIT FOR MR. R. THIRUVENGADAM, JOINT MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, approval of the company be and is hereby accorded to the remuneration as given herewith for Mr. R. Thiruvengadam, Joint Managing Director of the company, with liberty to the Board of Directors to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable by Mr. R. Thiruvengadam, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 wherever applicable or any other statutory modification (s) or re-enactment thereof:



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a) Salary in the scale of Rs. 2,00,000/- to Rs. 5,00,000/- per month.

b) He shall be entitled to Company's contribution towards Provident Fund, Superannuation Fund as per company's Rules, Gratuity payable as per Payment of Gratuity Act and encashment of leave at the end of the tenure. (Service for this purpose includes continuous service in the company, immediately preceding the appointment as Director).

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

Chennai, 03<sup>rd</sup> September, 2021

By Order of the Board

Reg. Office:

Jhaver Centre, R.A. Building,

Old No 19, New No. 72, Marshalls Road,

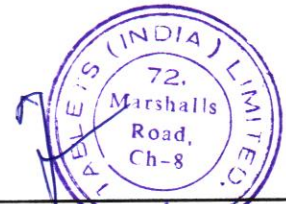
Egmore, Chennai – 600 008

  
M.B. Parameswaran

Sr.GM-Finance & Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXY FORM SHOULD BE SUBMITTED TO THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



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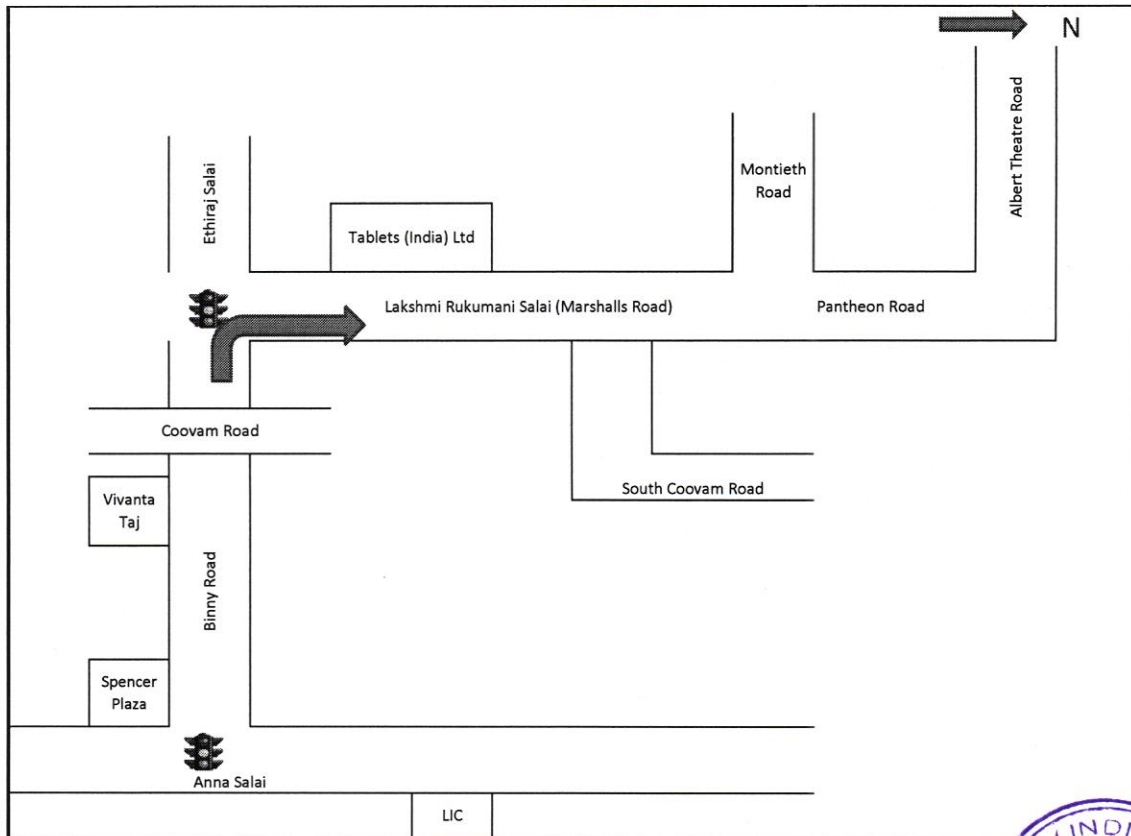
email : secdept@tabletsindia.com



**TABLETS** अयं मे विश्व भेषज :

2. MEMBERS AND PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
3. THE RELEVANT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.
4. ALL DOCUMENTS REFERRED TO IN THE NOTICE ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING OFFICE HOURS ON ALL WORKING DAYS, EXCEPT SATURDAY AND HOLIDAYS, BETWEEN 10.00 A.M. AND 5.00 P.M UP TO THE DATE OF THE ANNUAL GENERAL MEETING.
5. SHAREHOLDERS ARE REQUESTED TO INTIMATE CHANGES IN THEIR ADDRESS, IF ANY, QUOTING THE FOLIO NUMBER TO THE COMPANY.
6. FOR THE CONVENIENCE OF THE MEMBERS TO ATTEND THE MEETING A ROUTE MAP IS GIVEN HEREIN.

## ROUTE MAP



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### Item No.4

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Srinivasan Damodaram & Associates, Cost Accountants as Cost Auditor to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 at a remuneration of Rs. 1,25,000/- per annum plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2022.

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 Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

The Board recommends the approval of the remuneration payable to M/s Srinivasan Damodaram & Associates, Cost Accountants for conducting the cost audit and passing of the resolution set out at item no. 4 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

### Item No. 5

The Board of Directors, on the recommendation of the Audit Committee at its meeting held on 03<sup>rd</sup> September, 2021, has approved the enhancement of related party transaction with Mr. T. Sathish to Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum who is a relative of Mr. R. Thiruvengadam, Joint Managing Director of the company (i.e. holding an office or place of profit in the Company).



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Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees as mentioned in clause (f) of sub-section (1) of Section 188. In compliance to the above, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No.5.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. T. Sathish
Name of the director or Key Managerial personnel who is related	Mr. R Thiruvengadam
Nature of relationship	Relative
Transaction defined U/S 188(1) of the Companies Act, 2013	Remuneration
Nature, material terms and particulars of the arrangement	Holding an office or place of profit in the Company at a remuneration of Rs. 50,00,000/- p.a.
Duration of the contract	3 years
Others	Approval of Audit Committee obtained

None of the Directors except Mr. R. Thiruvengadam or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

## Item No. 6

Mr. R. Thiruvengadam was re-appointed as the Joint Managing Director of the company for a period of five years with effect from 01.10.2019. The Board of Directors of the Company, on recommendation of Nomination & Remuneration Committee, at its meeting held on 27<sup>th</sup> April, 2021 has, subject to the approval of members, decreased the remuneration pay scale for Mr. R. Thiruvengadam, Joint Managing Director with effect from 01.04.2021.

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It is proposed to seek the members' approval for the decrease in remuneration pay scale for Mr. R. Thiruvengadam as Joint Managing Director in terms of the applicable provisions of the Act.

The Board recommends the approval of the remuneration payable to Mr. R. Thiruvengadam, Joint Managing Director and passing of the resolution set out at item no. 6 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or their relatives except Mr. R. Thiruvengadam are in any way concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Chennai, 03<sup>rd</sup> September, 2021

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By Order of the Board

  
M.B. Parameswaran

Sr.GM-Finance & Company Secretary

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