SHIVA TEXYARN LIMITED

Regd. Office : 252, Mettupalayam Road, Coimbatore - 641 043 Tamilnadu INDIA
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CIN : L65921TZ1980PLC000945 Website : www.shivatex.co.in

STYL/SEC/468/NSE/2015–16 24.10.2015

THE MANAGER
LISTING DEPARTMENT
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
"EXCHANGE PLAZA"
BANDRA-KURLA COMPLEX
BANDRA (EAST)
MUMBAI 400 051

Scrip Code: SHIVTEX

Dear Sir,

Sub: Copy of proceedings of Annual General Meeting – reg.

We wish to inform your goodselves that the 34th Annual General Meeting of the Company was convened on Monday, the 28th day of September 2015, and the business stated in the Agenda of the Notice calling the AGM were duly transacted and approved by the Shareholders. A copy of the proceedings of the same is enclosed for your records.

Kindly acknowledge the receipt of the same

Thanking You

For SHIVA TEXYARN LIMITED

M SHYAMALA
COMPANY SECRETARY

Encl: As above

GKS/1/E/STYL/Letter to NSE&BSE

SHIVA TEXYARN LIMITED

PROCEEDINGS OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF SHIVA TEXYARN LIMITED HELD AT NANI KALAIARANGAM, MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE 641 037 ON MONDAY THE 28TH SEPTEMBER, 2015 AT 10.15 A.M.

MEMBERS PRESENT:

In Person: 230

By Proxies: 2 (No. of shares represented : 2300)

In Attendance:

Sri S V Alagappan	- Chairman and Managing Director
Sri S V Arumugam	- Director
Sri S K Sundararaman	- Executive Director
Smt A Lalitha	- Director
Sri K N V Ramani	- Director, Audit Committee Chairman
Sri C S K Prabhu	- Director, Nomination & Remuneration Committee Chairman
Sri S Palaniswami	- Director, Stakeholders Relationship Committee Chairman
Dr K R Thillainathan	- Director
Sri S Marusamy	- Director
Smt M Shyamala	- Company Secretary

Invitees Present:

Sri V S Srinivasan	- Statutory Auditor
Sri S Seshadri	- Chief Financial Officer
Sri C Krishna kumar	- General Manager (Finance)- Unit II
Sri R Dhanasekaran	- Secretarial Auditor

CHAIRMAN

Sri S V Alagappan, Chairman occupied the Chair and the meeting was called to order.

QUORUM

The requisite quorum being present, the meeting commenced with prayer at 10.15 A.M.

PROCEEDINGS

The Chairman Welcomed the Members to take part in the proceedings of the Meeting.

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The Chairman announced that the REGISTER OF DIRECTORS & KEY MANAGERIAL PERSONNEL maintained under Section 170(1) of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED maintained under Section 189 of the Companies Act, 2013 were on the table and available for inspection of members during the continuance of the meeting. He further informed that the Auditors Report and Secretarial Audit Report were also available for inspection.

With the permission of the members, the Notice convening the meeting, the Directors' Report and the Audited Financial Statements as at 31.3.2015 were taken as read.

Sri V S Srinivasan, Partner, V K S Aiyer & Co, Statutory Auditors highlighted the salient points of the Auditors Report for the year ended 31st March, 2015. He informed that there was no qualification or adverse remark in the Auditors Report.

The Chairman informed that there was no qualification in the Secretarial Audit Report for the financial year ended 31st March, 2015.

Sri S V Alagappan, Chairman addressed the members and requested Sri S V Arumugam, Director to brief about the working of the Company. He explained the problems faced by the textile industry in general and prospects of the future. Sri S V Arumugam, Director delivered his speech, covering the economic scenario, overall financial performance of the Company, performance of various divisions. He also spoke about the financial results of the Company for the quarter ended 30th June, 2015 and on the business prospects of the Company for the Current Financial Year.

The Chairman then invited the members to offer their comments if any on the working of the Company. Thereafter some of the members spoke on the working of the Company and raised some queries.

Sri S V Arumugam, Director thanked the members for their keen interest in the Company's working and answered the queries one by one satisfactorily.

The Chairman informed the members that the Company has provided the facility of remote e-voting and voting at the Annual General Meeting through Ballot papers to the Members to exercise their voting on the resolutions to be considered at the Annual General Meeting. He also informed that the members who had not availed the remote e-voting facility only are requested to exercise their voting through poll at the Venue. The Chairman also informed that in compliance of the Statutory requirements, arrangements have been made for remote e-voting through Central Depository Services (India) Limited.

The Chairman further informed that to oversee the remote e-voting process and Ballot paper, the Board of Directors had appointed Sri R Dhanasekaran, Practicing Company Secretary as the Scrutinizer.

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ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED

RESOLVED that the Audited Financial Statements for the financial year 31.3.2015, together with the Report of the Directors and Auditors be and are hereby adopted.

2. DECLARATION OF DIVIDEND

RESOLVED that the dividend at the rate of ₹1.00/- per every one Equity share of ₹10/- each (i.e., 10% of the Equity Capital) in respect of capital paid-up on 31st March, 2015, be and is hereby declared and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 28th September, 2015 and in respect of dematerialized shares, the dividend will be paid on the basis of the beneficial ownership furnished by the National Securities Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 21st September, 2015.

3. RE-APPOINTMENT OF SRI S V ALAGAPPAN, DIRECTOR

RESOLVED that Sri S V Alagappan, Director (DIN 00002450) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company.

4. RATIFICATION OF APPOINTMENT OF AUDITORS

RESOLVED that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the Annual General Meeting held on 25th August, 2014, the appointment of the auditors of the Company viz., M/s V K S Aiyer & Co., Chartered Accountants, Coimbatore (Firm Registration No.000066S), to hold office from the conclusion of this 34th Annual General Meeting and untill the conclusion of 35th Annual General Meeting be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix their remuneration for the Financial Year 2015-16, on the recommendation of Audit Committee.

SPECIAL BUSINESS

5. APPOINTMENT OF SMT A LALITHA AS A DIRECTOR

RESOLVED that Smt A Lalitha, (DIN 00003688) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 1.9.2014 to hold office up to the date of this 34th Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation pursuant to Sections 149, 152 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) and Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

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6. RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SRI S V ALAGAPPAN, MANAGING DIRECTOR

RESOLVED that pursuant to Sections 196, 197, 198, 199 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the shareholders be and is hereby accorded for appointment and payment of remuneration to Sri S V Alagappan, as Managing Director (DIN 00002450) of the Company for a further period of 5 years w.e.f 27.6.2015 and that Sri S V Alagappan, Managing Director, (DIN 00002450) be paid the following remuneration as recommended by the Nomination and Remuneration Committee:

1. **REMUNERATION**: **5% (Five percent) of the Net Profits of the Company** computed under the relevant provisions of the Companies Act, 2013, as overall remuneration, paid in the following manner:-

   a. **SALARY:** ₹3,00,000/- (Rupees Three Lakhs only) per month;

   b. **PERQUISITES:** As may be decided by the Board of Directors, of an amount not exceeding annual Salary ;

   c. **COMMISSION**: Balance of overall remuneration remaining after payment of the above Salary and Perquisites at the end of each financial Year.

2. **PERQUISITES NOT INCLUDED IN THE ABOVE REMUNERATION**

   I. Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.

   II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

   III. Encashment of leave as per rules of the Company.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the remuneration to Sri S V Alagappan, Managing Director (DIN 00002450) shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013. It is further provided that this provision relating to payment of Minimum remuneration is limited to the first three years of appointment of Managing Director.

7. TO INCREASE IN REMUNERATION PAYABLE TO SRI S K SUNDARARAMAN, EXECUTIVE DIRECTOR

RESOLVED that pursuant to Section 196, 197, 198 & 199 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the shareholders be and is hereby accorded for increase in remuneration payable to Sri S K Sundararaman,

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Executive Director (DIN 00002691) of the Company, w.e.f. 1.6.2015 for remaining period of his tenure upto 12.8.2017 in the following manner as recommended by the Nomination and Remuneration Committee:

1. **REMUNERATION: 5% (Five percent) of the Net Profits of the Company** computed under the relevant provisions of the Companies Act, 2013, as overall remuneration, paid in the following manner:-

   a. **SALARY:** ₹3,00,000/- (Rupees Three Lakhs only) per month;

   b. **PERQUISITES:** As may be decided by the Board of Directors, of an amount not exceeding annual Salary

   c. **COMMISSION**: Balance of overall remuneration remaining after payment of the above Salary and Perquisites at the end of each financial Year.

2. **PERQUISITES NOT INCLUDED IN THE ABOVE REMUNERATION:**

   I. Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.

   II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

   III. Encashment of leave as per rules of the Company.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the remuneration to Sri S K Sundararaman, Executive Director (DIN 00002691) shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

8. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST ACCOUNTANT

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of Audit Committee the remuneration of ₹1,00,000 (Rupees One Lakh only) (besides reimbursement of out of pocket expenses incurred by him for the purpose of Audit) payable to Sri M Nagarajan, Cost Accountant (Firm Registration No. 102133), as approved by the Board of Directors for conducting the audit of the Cost Records of the Company for the Financial Year ending 31st March 2016, be and is hereby ratified and confirmed.

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9. AMENDMENT TO ARTICLE 99. a) AND DELETION OF ARTICLE 104. OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

RESOLVED that

A. in Article 99. a) of the Articles of Association of the Company the following words be deleted:

The Managing Director(s) and whole time Director(s) shall not be liable to retire by rotation so long as they hold the office as such and

B. Article 104. of the Articles of Association of the Company be deleted.

The Chairman informed the Members that the representatives corporate from SKDC Consultants Limited (RTA) along with the Scrutinizer had distributed Ballot papers at the meeting on behalf of the Company to those shareholders who had not participated in the remote e-voting. The Chairman requested the shareholders to cast their vote in the Ballot paper and drop it in the Ballot box kept for the purpose.

The Chairman informed the Shareholders that the polling results along with the Scrutinizer's report shall be placed on the website of the Company within 48 hours from the conclusion of this meeting i.e., on or before 30.9.2015. The consolidated voting results will be attached to the minutes.

With a vote of thanks to the Chair rendered by Smt M Shyamala, Company Secretary, the 34th Annual General Meeting of the Company concluded at 11.15 A.M.

S.V. 30/9/2015
CHAIRMAN

Place: Coimbatore
Date :30.9.2015

coimbatore

VOTING RESULTS: As declared on the basis of Scrutinizer's Report of Electronic Voting and poll conducted at the Venue, the Chairman has declared at 4.00 P.M on 29.9.2015 at the Registered Office of the Company at 252, Mettupalayam Road, Coimbatore 641043, and that all the resolutions as set out in the Agenda have been passed with the requisite majority at the Venue and authorise the Company Secretary to communicate to Stock Exchanges and to post in the Company's website.

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1. APPROVAL OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015, THE REPORT OF THE BOARD OF DIRECTORS AND THE REPORT OF THE AUDITORS THEREON

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425365	100.00	0	0.00
Passed as an Ordinary Resolution					

2. DECLARATION OF DIVIDEND ON EQUITY SHARES

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425265	16424865	99.9976	400	0.0024
Passed as an Ordinary Resolution					

3. APPOINTMENT OF DIRECTOR IN THE PLACE OF SRI S V ALAGAPPAN,(DIN 00002450) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425365	100.00	0	0.00
Passed as an Ordinary Resolution					

4. RATIFICATION OF APPOINTMENT OF AUDITORS AND FIXING OF THEIR REMUNERATION (FIRM REGISTRATION NO. 000066S)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425365	100.00	0	0.00
Passed as an Ordinary Resolution					

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5. APPOINTMENT OF SMT A LALITHA, (DIN 00003688) AS A DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425265	99.9994	100	0.0006
Passed as an Ordinary Resolution					

6. RE- APPOINTMENT AND PAYMENT OF REMUNERATION TO SRI S V ALAGAPPAN, MANAGING DIRECTOR (DIN 00002450)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425265	99.9994	100	0.0006
Passed as Special Resolution					

7. TO INCREASE IN REMUNERATION PAYABLE TO SRI S K SUNDARARAMAN, EXECUTIVE DIRECTOR (DIN 00002691)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425125	99.9985	240	0.0015
Passed as Special Resolution					

8. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST ACCOUNTANT (FIRM REGISTRATION NO.102133)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425265	99.9994	100	0.0006
Passed as an Ordinary Resolution					

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9. AMENDMENT TO ARTICLE 99.a) AND DELETION OF ARTICLE 104. OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
16425365	16425365	16425265	99.9994	100	0.0006
Passed as Special Resolution					

S.V. 30/9/2015
CHAIRMAN

Place: Coimbatore
Date: 30.9.2015

Entered 30/9/15

CERTIFIED TRUE COPY

For Shiva Texyarn Limited

COMPANY SECRETARY

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