

**TIDEL PARK LIMITED**

Registered Office: First Floor, No.4, Rajiv Gandhi Salai, Taramani, Chennai-600 113.  
Tel: +91 44 22540500, Fax:+91 44 22541744/  
web site: www.tidelpark.com  
CIN No.U74999TN1997PLC039523

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held on 28<sup>th</sup> December, 2017 the Thursday at 11.00 A.M. at Industries Conference Hall, 9<sup>th</sup> Floor, New Building, Secretariat, Chennai – 600 009 to transact the following business:

**ORDINARY BUSINESS:**

**1) To receive, consider and adopt the annual accounts of TIDEL Park Limited for the year 2016-2017 together with the Report of the Directors and Auditors and the comments of Comptroller and Auditor General of India.**

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

**“RESOLVED** that the Balance Sheet of the Company as at 31<sup>st</sup> March 2017, the Profit and Loss Account for the year ended on that date together with the Schedules thereto, the Cash flow statement for the year 2016-2017, the report of the Board of Directors and the Auditors and the comments of the C&AG thereon placed before the meeting be and are hereby received, considered and adopted.”

**“FURTHER RESOLVED** that the consolidated Annual Accounts of the Company for the year 2016-17 with the Schedules thereto, the Cash flow statement for the year 2016-2017, the report of the Board of Directors and the Auditors and the comments of the C&AG placed before the meeting be and are hereby received, considered and adopted”.

**2) To declare dividend for the financial year 2016-17**

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

**“RESOLVED** that as recommended by the Board of Directors, a Dividend @ Rs.3/- per share (i.e. 30%) out of the profit for the financial year ended March 31, 2017 on 4,40,00,007 No. of Equity Shares of Rs.10/- each aggregating to Rs.13,20,00,021/- (Rupees Thirteen Crore Twenty Lakh and Twenty One Only), and Tax on proposed dividend of Rs.2,68,72,098 (Rupees Two Crore Sixty Eight Lakh Seventy Two Thousand and Ninety Eight Only) be and the same is hereby declared payable for the year ended 31<sup>st</sup> March 2017 to the shareholders whose names appear in the Register of Members as on the date of this Annual General Meeting”.

**3) To appoint a Director in the place of Thiru.T K Ramachandran, Director who retires by rotation and being eligible for re-election.**

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

**“RESOLVED** that pursuant to Sec.152 of the Companies Act, 2013 and Article 96-98 of Articles of Association of the Company, Thiru.T K Ramachandran, Director retiring by rotation, being eligible for re-election, be and is hereby re-appointed as a Director of the Company”

**4) To appoint a Director in the place of Thiru.R.Thamodharan, Director who retires by rotation and being eligible for re-election.**

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

**“RESOLVED** that pursuant to Sec.152 of the Companies Act, 2013 and Article 96-98 of Articles of Association of the Company, Thiru.R.Thamodharan, Director retiring by rotation, being eligible for re-election, be and is hereby re-appointed as a Director of the Company”

**5) To appoint a Director in the place of Thiru.B.Ramesh Babu, Director who retires by rotation and being eligible for re-election.**

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

**“RESOLVED** that pursuant to Sec.152 of the Companies Act, 2013 and Article 96-98 of Articles of Association of the Company, Thiru.B.Ramesh Babu, Director retiring by rotation, being eligible for re-election, be and is hereby re-appointed as a Director of the Company”

**6) To fix the remuneration to the statutory Auditor appointed by the Comptroller & Auditor General of India for the financial year 2017-18**

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

**“RESOLVED** that pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, rules, regulations etc., if any, remuneration payable for statutory audit to KUMBHAT &CO. (MD1020), No. 29, Rattan Bazaar, 5<sup>th</sup> Floor Kumbhat Complex, Chennai – 600003, Chartered Accountants and Statutory Auditors of the Company for the year 2017-18, appointed by the Comptroller and Auditor General of India, under the said act, be and is hereby fixed as Rs.1,00,000/- (Rs. One Lac only) for audit of the Standalone and Consolidated Financial Statements plus applicable Service Tax and reimbursement of out of pocket expense.

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary, of the Company be and are hereby severally authorized to do such act(s) as required to give effect to this resolution including filing necessary returns in ROC or MCA portal.”

**SPECIAL BUSINESS:**

**7. Re-appointment of Thiru. B. Elangovan as Managing 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** pursuant to the recommendation of the Nomination & Remuneration Committee, approval of the Board and the provisions of Sections 196,197,198,203 read with Schedule V & other applicable provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) & Article 118 of Articles of Association of the Company, the approval of the members be and is hereby accorded to accept the nomination of TIDCO vide its Proceedings No. . 2(148)/B II/2017

dt.02.05.2017 and Thiru. B.Elangovan, Sr.General Manager, TIDCO be and is hereby reappointed as the Managing Director, whole-time Key Managerial Personnel of the Company with effect from May 12, 2017 to May 11, 2019 as per the terms of appointment viz. the payment of salary, allowances and perquisites with such increment(s) and other allowance as eligible as per the policy.

**FURTHER RESOLVED THAT** the remuneration payable to the Managing Director, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 and Schedule V or such other limits as may be prescribed from time to time.

**FURTHER RESOLVED THAT** the Managing Director and the Company Secretary, of the Company be and are hereby severally authorized to do such act(s) as required to give effect to this resolution including filing necessary returns in ROC or MCA portal.”

**(By order of the Board of Directors)**

Place: Chennai  
Date: December 01, 2017

**B ELANGO VAN  
MANAGING DIRECTOR**