

THE THAMARAPALLY RUBBER COMPANY LIMITED

Registered Office: Ancheril Bank Buildings,
Baker Junction, Post Box No.1, Kottayam – 686 001, Kerala
CIN:U25191KL1937PLC001175 Website: www.avgroup.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 10 A. M. on Monday, March 20, 2023 at the Registered Office of the Company, Ancheril Bank Buildings, Kottayam – 686 001, Kerala to transact the following business

SPECIAL BUSINESS:-

Re- appointment of Mr. A. V. George (DIN: 00018508) as Whole Time Director:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT the consent of the members be and is hereby accorded under section 196(3)(a) of the Companies Act, 2013 for the re-appointment of Mr. A. V. George as a Whole time Director of the Company not liable to retire by rotation for a further period of five years with retrospective effect from 01.03.2023 till 28.02.2028 as approved by the Board of Directors at its meeting held on 31.01.2023, on the following terms and conditions .

- (a) A salary of Rs.1,25,000/- per month.
- (b) The expenditure incurred by him on gas, electricity, and water shall be reimbursed by the Company subject to a ceiling of ten percent of his salary.
- (c) All medical expenses incurred for him and his family shall be reimbursed subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (d) Leave Travel Concession for him and his family will be allowed once a year subject to a ceiling of Rs. 25,000.
- (e) Leave Travel Allowance of Rs.15,000 per year.
- (f) Subscription to clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- (g) Personal Accident Insurance, the premium of which shall not exceed Rs. 10,000 per annum.
- (h) Contribution to Provident Fund and Superannuation Fund to the extent that they are not taxable under the Income Tax Act.
- (i) Gratuity – not exceeding half a month's salary for each completed year of service in the AVG Group Companies.
- (j) Provision of car for use on company's business and telephone at residence. Personal long distance calls and use of car for private purposes shall be recovered by the company.

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- (k) He will not be paid any sitting fee for attending the meetings of the Board of Directors or committees thereof.
- (l) He shall not become interested or otherwise concerned personally or through his, son or unmarried daughters in any selling agency of the Company without the prior approval of the Board of Directors.

The terms and conditions of this Agreement may be altered and varied from time to time by the Board of Directors in such manner and to such extent as may be agreed to between the Board of Directors and Mr. A. V. George so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto.”

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business specified in the Notice of the Extra Ordinary General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on vote on a poll instead of himself and the proxy so appointed need not be a member of the Company. The instrument appointing proxy should, However, be deposited at the Registered Office of the Company at least forty-eight hours before the time of the meeting.

A person can act as 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

Proxies submitted on behalf of Limited Companies, Societies, etc, must be supported by appropriate resolution/ authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from March 13, 2023 to March 20, 2023 (both days inclusive) in connection with the above.
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra Ordinary General Meeting is annexed with the notice of Extra Ordinary General Meeting.

By Order of the Board

Sd/-

G. J. ANCHERIL
DIRECTOR
DIN:00007897

Place:- Kottayam

Date : February 23, 2023

THE THAMARAPALLY RUBBER COMPANY LIMITED

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.

Section 196 of the Companies Act, 2013, which became operational on 01st April 2014 requires a Special Resolution to be passed at a General Meeting of the Company for continuing the employment of any Whole time Director , who has attained the age of 70 years.

Mr. A. V. George , one of the Whole time Directors of the Company who has attained the age of 70 years can continue his appointment as a Whole time Director of the Company only if a Special Resolution is passed to this effect.

Mr. A. V. George has many years of experience in the plantation industry and his contribution to the management of the Company is very valuable. In all he is eminently eligible to continue as a Whole time Director of the Company.

The Board of Directors has resolved to recommend the re-appointment of Mr. A. V. George as a Whole time Director on the terms and conditions as mentioned in the proposed Special Resolution.

Other than Mr. A. V. George, no other director is an interested party to this resolution.

By Order of the Board

Sd/-

G. J. ANCHERIL

DIRECTOR

DIN:00007897

Place:- Kottayam

Date : February 23, 2023

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ATTENDANCE SLIP

Regd. Folio No./ DP ID & Client ID:

No. of shares held :

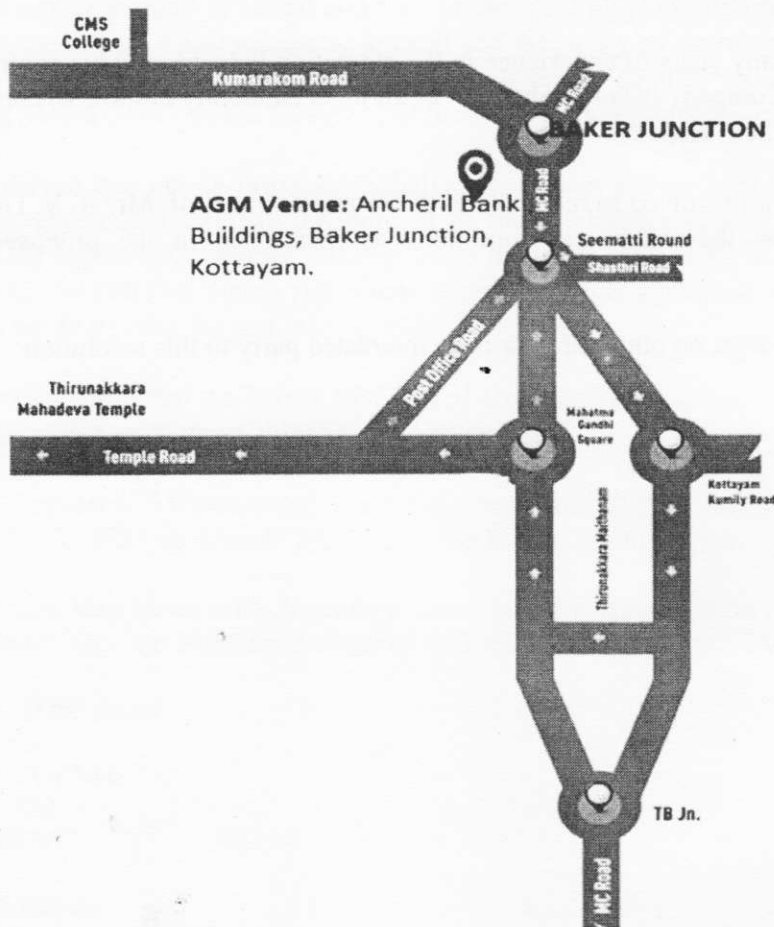
I certify that I am a registered shareholder/proxy for the registered shareholder, of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Monday, March 20, 2023 at 10.00 a.m. at the registered office of the Company Ancheril Bank Buildings, Baker Junction, Kottayam - 686 001.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP TO THE AGM VENUE



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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: U25191KL1937PLC001175

Name of the company: **THE THAMARAPALLY RUBBER COMPANY LIMITED**

Registered office: **Ancheril Bank Buildings, Baker Junction, Post Box No.1, Kottayam – 686 001, Kerala**

Web Site: **www.avggroup.co.in**

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

I/We, being the member(s) ofShares of THE THAMARAPALLY RUBBER COMPANY LIMITED, hereby appoint .

1. Name :

Address:

E-mail Id:

Signature....., or failing him/her

2. Name :

Address:

E-mail Id:

Signature....., or failing him/her

3. Name :

Address:

E-mail Id:

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 20th day of March, 2023 at 10.00 a.m. at the Registered Office at Ancheril Bank Buildings, Baker Junction, Kottayam, Kerala - 686 001 and at any adjourned meeting thereof in respect of special resolution as indicated below:

RESOLUTION NO.	RESOLUTION	OPTIONAL	
		For	Against
SPECIAL BUSINESS			
1	To re-appoint Mr. A. V. George (DIN: 00018508), as Whole time Director under Section 196(3) (a) of the Companies Act, 2013.		

Signed this..... day of.....2023

Signature of the shareholder:

Re.1/- Revenue Stamp

Signature of Proxy holder(s):

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.

*It is optional to put a "X" in the appropriate column against the special resolution indicated in the box. If you leave the 'For' or 'against' column blank against resolution, your proxy will be entitled to vote in the manner he/she thinks appropriate.