

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24100MH1972PLC016149

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT2015M

(ii) (a) Name of the company

THIRUMALAI CHEMICALS LIMITED

(b) Registered office address

THIRUMALAI HOUSE ROAD NO 29 NEAR SION HILL FORT
SION EAST
MUMBAI
Maharashtra
400022

(c) * e-mail ID of the company

raja_t@hotmail.com

(d) * Telephone number with STD code

04443686200

(e) Website

(iii) Date of Incorporation

27/11/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) * Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE	1,024
2	BSE LTD.	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

25/07/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	102,428,120	102,428,120	102,388,120
Total amount of equity shares (in Rupees)	150,000,000	102,428,120	102,428,120	102,388,120

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	150,000,000	102,428,120	102,428,120	102,388,120
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	150,000,000	102,428,120	102,428,120	102,388,120

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	100,000,000

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	102,388,120	102,388,120	102,388,120	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	102,388,120	102,388,120	102,388,120	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	10,238,812		
	Face value per share	10		
After split / Consolidation	Number of shares	102,388,120		
	Face value per share	1		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

9,830,517,162

(ii) Net worth of the Company

5,819,754,657

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,616,350	15.25	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	27,001,820	26.37	0	
10.	Others	0	0	0	
	Total	42,618,170	41.62	0	0

Total number of shareholders (promoters)

26

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	45,163,981	44.11	0	
	(ii) Non-resident Indian (NRI)	3,102,082	3.03	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	6,000	0.01	0	
4.	Banks	0	0	0	
5.	Financial institutions	297,170	0.29	0	
6.	Foreign institutional investors	2,380,070	2.32	0	
7.	Mutual funds	11,000	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,034,039	5.89	0	
10.	Others NBFC/Trusts/HUF/Clearing	2,775,608	2.71	0	
	Total	59,769,950	58.37	0	0

Total number of shareholders (other than promoters)

47,445

Total number of shareholders (Promoters+Public/
Other than promoters)

47,471

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING I				763,697	0.75
EMERGING MARKETS C				761,920	0.74
THE EMERGING MARK				307,194	0.3
WISDOMTREE INDIA I				172,439	0.17
DIMENSIONAL EMERG				160,281	0.16
CITY OF NEW YORK GF				43,561	0.04
EMERGING MARKETS S				28,380	0.03
WORLD EX U.S. CORE I				22,510	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
T.A. WORLD EX U.S. CC				18,070	0.02
MORGAN STANLEY FR				12,779	0.01
ALASKA PERMANENT				12,320	0.01
LOS ANGELES CITY EM				10,980	0.01
EMERGING MARKETS C				10,050	0.01
WORLD EX U.S. TARGE				9,560	0.01
DFA INTERNATIONAL				8,660	0.01
EMERGING MARKETS T				8,580	0.01
CITY OF LOS ANGELES				5,690	0.01
FLORIDA RETIREMENT				5,160	0.01
DFA AUSTRALIA LIMIT				4,520	0
DOVETAIL INDIA FUNI				3,610	0
JOHN HANCOCK FUNI				3,472	0
DIMENSIONAL FUNDS				3,140	0
DB INTERNATIONAL (A				2,800	0
WISDOMTREE ISSUER				654	0
MORGAN STANLEY MA				43	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	27	26
Members (other than promoters)	28,991	47,445
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	4	5
B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	6	3	7	4	5

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. R.Parthasarathy	00092172	Managing Director	3,511,300	
Mr.R.Ravishankar	01224361	Director	0	
Mr. N.Subramanian	00336468	Director	600	
Mr.Raj Kataria	01960956	Director	500	
Mr. Dhruv Moondhra	00151532	Director	1,000	
Mr. Arun Ramanathan	00308848	Director	0	
Mr. R. Sampath	00092144	Director	4,947,300	
Mrs.Ramy Bharathram	06367352	Whole-time director	294,620	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. P. Mohanachandra	07326079	Whole-time director	0	
Mr. RAJEEV MAHENDRAN	00021730	Additional director	2,400	
Mr.T.Rajagopalan	AADPR4658N	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. RAJEEV MAHENDRAN	00021730	Additional director	01/08/2018	Appointment
Mrs.Ramya Bharathram	AGDPB4141J	CFO	24/07/2018	Appointment
Mr.P.Krishnamoorthy	AFSPK8975P	CFO	31/05/2018	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2018	9	9	100
2	24/07/2018	9	9	100
3	29/10/2018	10	10	100
4	07/01/2019	10	7	70
5	23/01/2019	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/07/2019
								(Y/N/NA)
1	Mr. R.Parthasarathy	5	5	100	0	0	0	Yes
2	Mr.R.Ravishanker	5	5	100	7	7	100	Yes
3	Mr. N.Subramanian	5	5	100	9	9	100	Yes
4	Mr.Raj Kataria	5	4	80	7	7	100	Yes
5	Mr. Dhruv Modi	5	4	80	3	2	66.67	Yes
6	Mr. Arun Ram	5	5	100	5	5	100	No
7	Mr. R. Sampat	5	5	100	10	7	70	Yes
8	Mrs.Ramya Bhat	5	5	100	0	0	0	Yes
9	Mr. P. Mohan	5	5	100	0	0	0	Yes
10	Mr. RAJEEV N	3	2	66.67	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. R.Parthasarathy	Managing Director	17,646,000	15,000,000	0	57,257	0
2	Mrs.Ramya Bharath	Whole-time director	10,834,800	3,200,000	0	0	0
3	Mr. P. Mohanachan	Whole-time director	5,718,930	0	0	0	0
	Total		34,199,730	18,200,000	0	57,257	52,456,987

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. T. Rajagopalan	Company Secretary	3,129,200	0	0	0	0
2	Mrs.Ramya Bharath	CFO	10,834,800	3,200,000	0	0	0
3	Mr.P.Krishnamoorthi	CFO	2,108,759	0	0	0	0
	Total		16,072,759	3,200,000	0	0	19,272,759

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ranjana Mimani

Whether associate or fellow

Associate Fellow

Certificate of practice number

4234

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

24

dated

15/05/2012

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

00092172

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_March 2019_Thirumalai.pdf
Transfer List_2019.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company