

NOTICE

NOTICE is hereby given that the **FORTY SIXTH ANNUAL GENERAL MEETING OF THIRUMALAI CHEMICALS LIMITED** will be held at THE MYSORE ASSOCIATION AUDITORIUM, Mysore Association, 393, Bhaudaji Road, Matunga C-Rly., Mumbai – 400 019 on Thursday, 25th July, 2019 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements i.e. Balance Sheet as at and the Statement of Profit & Loss and the Cash Flow Statement for the Financial Year ended on March 31, 2019 and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the Financial Year ended March 31, 2019.
3. To appoint a Director in place of R. Sampath (DIN-00092144), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Mr. R. Parthasarathy as Chairman and Managing Director and in this regard to consider and, if thought fit, pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT, notwithstanding his completion of seventy years of age during the proposed tenure, pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. R. Parthasarathy (DIN: 00092172), Director, be and is hereby appointed as “Chairman & Managing Director” of the Company under section 196 of the Companies Act, 2013 with effect from August 01, 2019 for a period of three years.

FURTHER RESOLVED THAT Mr. R. Parthasarathy, Managing Director of the company be paid remuneration as stated below:

- i) Basic Salary per month ₹ 11 Lakhs (with annual increment of ₹ 1.5 Lakh in April of each year)
- ii) Commission up to 3% of net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the above remuneration, Mr. R. Parthasarathy shall be entitled to

- a) Perquisites like HRA / unfurnished / furnished accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance, medical insurance for self and family, telephone, etc. Such perquisites being restricted to 50% of the Basic Salary for the relevant year and with an annual increase on the same equivalent to one month’s Basic Salary for subsequent years.

- b) Company’s contribution to Provident Fund and Superannuation Fund, each as applicable as per Rules / Norms, or payments made in lieu of such contributions; AND encashment of leave as per rules of the Company. These shall not be included in the computation of limits/ restrictions for remuneration or perquisites as aforesaid, and Mr. R. Parthasarathy shall be entitled to the same.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.

RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment / modification thereof), the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. R. Parthasarathy, Managing Director for the Financial Year, in which there are no profits or profits are inadequate, during the period commencing from August 01, 2019 till the expiry of his term i.e. July 31, 2022.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. **To consider the continuation of Directorship of Mr. R. Sampath, Non-Executive Director who will attain the age of Seventy-five (75) in this Financial Year and in this regard if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. R. Sampath (DIN-00092144), who is liable to retire by rotation, on the Board of the Company notwithstanding his attaining the age of Seventy-five (75) years on November 11, 2019.”

6. **To re-appoint Mr. N. Subramanian as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being

in force), Mr. N. Subramanian (DIN 000336468), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of two (2) consecutive years from 6th August, 2019.”

7. To re-appoint Mr. R. Ravi Shankar as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R. Ravi Shankar (DIN 01224361), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

8. To re-appoint Mr. Raj Kataria as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Raj Kataria (DIN 01960956), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

9. To re-appoint Mr. Dhruv Moondhra as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhruv Moondhra (DIN 00151532), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

10. To appoint Mr. Rajeev M Pandia as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajeev M Pandia (DIN 00021730), Additional Director of the Company, who is retiring at this meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, is eligible for appointment and meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this meeting.”

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

“RESOLVED THAT, subject to approval as may be required from the Central Government the appointment of M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at 8 / 4 VJ Flats, 30A Valmiki Street, Thiruvanniyur, Chennai -600 041 be and is hereby appointed as Cost

Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for the Financial Year 2019-20 for a remuneration of ₹ 30,000/-, in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

I. NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, July 19, 2019 to Thursday, July 25, 2019 (both days inclusive) for the purpose of Annual General Meeting and for determining members eligible for dividend, if declared by the shareholders.
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
 4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.
 5. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend, if any, up to the Financial Year 2011-2012 to the Investor Education and Protection Fund (The IEPF) established by the Central Government. Likewise, Debentures / Fixed Deposits repayment warrants / interest warrants which remain unclaimed / unpaid for a period of 7 years from the dates they first became due for payment have been transferred to the Investor Education and Protection Fund. All persons are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of 7 years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
 6. Details under Reg. 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the Notice.
- The Directors have furnished the requisite declarations for their appointment / re-appointment.
7. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode.
 8. Electronic copy of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
 9. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.thirumalaichemicals.com for their download.
 10. Members desiring any clarification on accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
 11. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE338A01024
 12. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.
 13. Voting through electronic means
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the Members to exercise their right to vote at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting
- The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on July 21, 2019 at 3.00 p.m. (IST) and ends on July 24, 2019 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

off date of July 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on July 24, 2019.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password

with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for THIRUMALAI CHEMICALS LIMITED to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company
- C. The Board of Directors has appointed Mr. Manoj Mimani of M/s. R.M. Mimani & Associates LLP, Company Secretaries (Membership No. ACS 17083) and failing him Mrs. Ranjana Mimani, Practicing Company Secretary (Membership No. FCS 6271) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.thirumalaichemicals.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the shares are listed.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

II. Re-appointment of retiring Director: (Item no. 3)

Mr. R. Sampath aged 74, is the Non-Executive Director of the Company, liable to retire by rotation. He is also one of the promoters of the Company. As he is retiring at this AGM, it is proposed to re-appoint him as Director of the Company. His brief profile is given in Item 5. The Directors recommend the resolution set out at item No. 3 of the accompanying Notice for your approval.

Except Mr. R. Sampath, and his relatives Mr. R. Parthasarathy and Mrs. Ramya Bharathram, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 3. The other relatives of Mr. R. Sampath may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

III. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM 4

Mr. R. Parthasarathy was appointed as Chairman and Managing Director of the Company for a period of three years effective from August 1, 2016 as per the terms and conditions approved by the Shareholders at the 43rd Annual General Meeting held on July 29, 2016. Since the aforesaid appointment for the revised period of three years ended on 31st July, 2019, it is proposed to re-appoint him as Chairman and Managing Director of the Company for a period of three years from August 1, 2019 and pay him the remuneration as set out in the resolution in item 4 notwithstanding his completion of seventy years of age during the proposed tenure. His brief profile is given below:

Qualification	B. Tech. (IIT), M.S., (USA)
Expertise in specific functional areas	He has over 40 years of experience in the Chemical and Petrochemical Industries. Under his stewardship in the last few years, the Company has been able to diversify its business, improve in performance and health, create a strong management team and emerge stronger.
Relationship with Director	Mr. R. Sampath – Director
Directorship in other Companies	i. Jasmine Limited ii. N. R. Swamy Investments Private Limited
Shareholding in the Company	2180540 Equity Shares

As the Chairman and Managing Director Mr. R. Parthasarathy shall perform such functions as may from time to time be entrusted to him by the Board. He shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. The special resolution as set out against item No. 4 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on April 24, 2019 and May 06, 2019.

Mr. R. Parthasarathy will attain the age of 70 years in December 2020. Hence in accordance with proviso to Section 196 3(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Chairman and Managing Director even after attaining the age of 70 years during the currency of his proposed tenure.

The Board is of the opinion that the appointment of Mr. R. Parthasarathy as Chairman and Managing Director would be in the interest of the Company and it is desirable to continue to avail services of Mr. R. Parthasarathy as Chairman and Managing Director due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. Parthasarathy as Chairman and Managing Director, for the approval by the shareholders of the Company.

Except Mr. R. Parthasarathy and his relative Mr. R. Sampath, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at

item No.4. The other relatives of Mr. R. Parthasarathy may be deemed to be interested in the resolution set out at Item No.4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

ITEM 5

Mr. R. Sampath, aged 74, is the Non-Executive Director of the Company, liable to retire by rotation. He is also one of the promoters of the Company. In accordance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. R. Sampath will attain the age of 75 years in November, 2019 and the continuation of his Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 years. His brief profile is given below:

Qualification	BSc (Chemistry) from University of Bombay and has a Chemical Engineering degree from USA
Expertise in specific functional areas	He started his career in a Multinational Company and possesses more than 50 years of experience in operation, and managing businesses.
Relationship with Director	Mr. R. Parthasarathy - Director & Mrs. Ramya Bharathram - Director
Directorship in other Companies	Ultramarine & Pigments Limited
Shareholding in the Company	2179670 Equity Shares

The Board of the Company is of the opinion that Mr. R. Sampath has been an integral part of the Board and has provided valuable insights to the Company and his continuation as Director will be in the interest of the Company notwithstanding his completion of seventy five years of age. Hence the Board recommends the resolution set out in item No. 5.

Except Mr. R. Sampath, and his relatives Mr. R. Parthasarathy and Mrs. Ramya Bharathram, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 5. The other relatives of Mr. R. Sampath may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

ITEM 6

Mr. N. Subramanian, aged 71, was appointed as an Independent Director of the Company by the members at the 41st AGM of the Company held on 6th August, 2014 for a period of five consecutive years which ends on 5th August, 2019. As per Section 149(10) of the Act, Mr. N. Subramanian is eligible for re-appointment on passing a special resolution by the

Company. After considering the performance evaluation of Mr. N. Subramanian, and based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on May 06, 2019, recommended the re-appointment of Mr. N. Subramanian as an Independent Director for another term of 2 (two) consecutive years from 6th August, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His brief profile is given below.

Qualification	Chemical Engineer from IIT Madras, a Management Graduate from IIM Ahmedabad
Expertise in specific functional areas	He has 40 years of experience in the chemical industry in India and Overseas. He is highly respected for his senior management expertise in leading companies in India and Overseas, viz, Chemplast Sanmar, Total Group, Arkema, etc. and for his experience in the Chemical Industry, especially in the Asia Pacific region.
Relationship with Director	Nil
Directorship in other Companies	Endeka Ceramics India Private Limited
Shareholding in the Company	600 Equity Shares

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. N. Subramanian as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. N. Subramanian as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. N. Subramanian, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6

ITEM 7

Mr. R. Ravi Shankar, aged 66, was appointed as an Independent Director of the Company by the members at the 41st AGM of the Company held on 6th August, 2014 for a period of five consecutive years which ends on 5th August, 2019. As per Section 149(10) of the Act, Mr. R. Ravi Shankar is eligible for re-appointment on passing a special resolution by the Company. After considering the performance evaluation of Mr. R. Ravi Shankar, and based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions

of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on May 06, 2019, recommended the re-appointment of Mr. R. Ravi Shankar as an Independent Director for the second term of 5 (Five) consecutive years from 6th August, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His brief profile is given below:

Qualification	He is a Chartered Accountant and a Diplomat from IIM Ahmedabad
Expertise in specific functional areas	He has extensive experience in Finance, Manufacturing and Business Management, M & A, and Strategic consultancy. He has been a Global Sourcing Manager for Unilever PLC, in strategic sourcing and supply chain, in London and the USA; General Manager – M&A in Hindustan Lever, during which period he has had extensive experience in M&A and Integration of new businesses. He was a senior partner heading the M&A Division in Ernst & Young for 10 years from 1997-2007. During the last six years he is a CEO of an independent consultancy which advises in M&A, Valuation and Investment Banking. Mr. R. Ravi Shankar also has extensive experience in Business Restructuring & Performance Improvement.
Relationship with Director	Nil
Directorship in other Companies	i. Acsys Investments Private Limited ii. Connect2expert Consultants Private Limited
Shareholding in the Company	Nil

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. R. Ravi Shankar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. Ravi Shankar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. R. Ravi Shankar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ITEM 8

Mr. Raj Kataria aged 63 was appointed as an Independent Director of the Company by the members at the 41st AGM of the Company held on 6th August, 2014 for a period of five consecutive

years which ends on 5th August, 2019. As per Section 149(10) of the Act, Mr. Raj Kataria is eligible for re-appointment on passing a special resolution by the Company. After Considering the performance evaluation of Mr. Raj Kataria, and based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors at their meeting held on May 06, 2019, recommended the re-appointment of Mr. Raj Kataria as an Independent Director for the second term of 5 (Five) consecutive years from 6th August, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His brief profile is given below.

Qualification	He has done Masters in Commerce and obtained Bachelor's Degree in Law (Merit).
Expertise in specific functional areas	He is an experienced Investment Banker with over 20 years in Mergers and Acquisitions and Capital Markets. He also has significant expertise in Company Law, and Corporate Structuring matters. He was Managing Director at Merrill Lynch (DSP Merrill Lynch Ltd.) till July, 2011.
Relationship with Director	Nil
Directorship in other Companies	i. KEMP and Company Limited ii. Mumtaz Hotels Limited iii. Arpwood Capital Private Limited
Shareholding in the Company	500 Equity Shares

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raj Kataria as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Raj Kataria as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Raj Kataria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

ITEM 9

Mr. Dhruv Moondhra, aged 42, was appointed as an Independent Director of the Company by the members at the 41st AGM of the Company held on 6th August, 2014 for a period of five consecutive years which ends on 5th August, 2019. As per Section 149(10) of the Act, Mr. Dhruv Moondhra is eligible for re-appointment on passing a special resolution by the Company. After considering the performance evaluation of Mr. Dhruv Moondhra, and based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule

IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors at their meeting held on May 06, 2019, recommended the appointment of Mr. Dhruv Moondhra as an Independent Director for the second term of 5 (Five) consecutive years from 6th August, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His brief profile is given below.

Qualification	He is a Bachelor of Arts in Economics from Cornell University
Expertise in specific functional areas	He has in depth experience in Steel Distribution, Trading and Manufacturing. He has also led business startups in the UK / India, etc. His induction will bring a wealth of experience in the commodity industry to the Company. He is an entrepreneur and is Director & Chief Executive Officer of Ice Steel 1 Pvt Ltd.
Relationship with Director	Nil
Directorship in other Companies	i. TTK Prestige Limited ii. ICE Steel 1 Private Limited iii. Steel Mart India Private Limited iv. Steel Endeavours Private Limited
Shareholding in the Company	1000 Equity Shares

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dhruv Moondhra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dhruv Moondhra as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Dhruv Moondhra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

ITEM 10

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajeev M Pandia aged 69 as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 1st August, 2018. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mr. Rajeev M Pandia will hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. Mr. Rajeev M Pandia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, it is proposed to appoint Mr. Rajeev M Pandia as an Independent Director for a term of 5 (five) consecutive years from the conclusion of this AGM.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. His brief profile is given below.

Qualification	He is a Chemical Engineer from IIT, Bombay and holds a Master's degree from Stanford University, California, USA.
Expertise in specific functional areas	Mr. Rajeev M Pandia headed Herdillia Chemicals Limited (later Schenectady Herdillia Limited and SI Group – India Limited) from 1992 and was its Vice Chairman and Managing Director until December 2008. He was thereafter Group Adviser and Director – Global Markets of SI Group, USA. During 2000-2002, he was the President of Indian Chemical Council. He has been invited to make presentations on a wide range of subjects at about 120 national and international conferences in the USA, Europe, Middle East and Asia Pacific. Among his several achievements are the Distinguished Alumnus Award from IIT, Bombay, Rotary International Award, the Lifetime Achievement Award from Indian Chemical Council, Dr. G P Kane Visiting Professorship at UDCT (ICT), honorary Fellowship of Indian Institute of Chemical Engineers and Fellowship of Indian National Academy of Engineering. During 2013, he was appointed by the Ministry of Chemicals and Fertilizers, Government of India on the Committee to draft the National Chemical Policy for India for the next decade. As a jury member for industry awards for many years, he has been associated with high level audits in respect of EHS, Sustainability and Technology functions. He has been providing extensive support for several years to the CMD and the management team at TCL and OOSB in organizational audit and development, growth strategy and has been advising the Executive team in the management team of the Company.
Relationship with Director	Nil

Directorship in other Companies	i. GRP Limited ii. The Supreme Industries Limited iii. Ultramarine & Pigments Limited iv. Excel Industries Limited v. Supreme Petrochem Limited vi. Deepak Phenolics Limited
Shareholding in the Company	2400 Equity Shares

The Board recommends the resolution in relation to appointment of Mr. Rajeev M Pandia as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Rajeev M Pandia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

ITEM No. 11

The Board at its meeting held on May 6, 2019, as recommended by the Audit Committee, appointed M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at 8/4 VJ Flats, 30A Valmiki Street, Thiruvanmiyur, Chennai -600 041 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for the Financial Year 2019-20 for

a remuneration of ₹ 30,000/- in addition to reimbursement of out of pocket expenses. As per Rule 14(a) (ii) of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders. Hence this resolution is placed for the consideration of the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 11. The Directors recommend the resolution set out at item No. 11 of the accompanying Notice for your approval.

By Order of the Board
For Thirumalai Chemicals Ltd.

T.RAJAGOPALAN
Company Secretary

Registered Office:
Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
06th May, 2019