

## Notice

NOTICE is hereby given that the **FIFTY FIRST 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 Wednesday, July 24, 2024 at 2.30 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) for the Financial Year ended on March 31, 2024, and the Reports of the Directors and Auditors thereon 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** the standalone and consolidated Audited Financial Statements for the Financial Year ended March 31, 2024, together with the Directors’ Report and the Auditors’ Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.”

2. To declare dividend for the Financial Year ended March 31, 2024 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** a dividend of ₹ 1/- per equity share on the fully paid-up equity shares of the company as recommended by the Board be and is hereby declared for the Financial Year ended March 31, 2024.”

3. To appoint a Director in place of Mr. P. Mohana Chandran Nair (DIN 07326079), who retires by rotation and being eligible, offers himself for re-appointment 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** Mr. P. Mohana Chandran Nair (DIN 07326079), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

### SPECIAL BUSINESS:

4. To re-appoint Mrs. Ramya Bharathram (DIN:06367352) as 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** pursuant to the recommendation of the Nomination and Remuneration Committee and

the Board of Directors in their respective meetings and pursuant to the provisions of section 196, 197, 203, Schedule V and any other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Ramya Bharathram (DIN:06367352), as the Managing Director of the Company for a period of three (3) years commencing from May 26, 2024 upon terms and remuneration & benefits as detailed below and is liable to retire by rotation.

#### Remuneration:

1. Basic Salary per month ₹5,50,000 with annual increment of 50,000 or multiples thereof. The Board may increase the Basic Salary suitably, based on performance.
2. Company’s contributions to PF, Gratuity, Superannuation Fund, Encashment of Leave, and Insurance as per Rules. These shall not be included in the computation of limits/restrictions for remuneration or perquisites as prescribed aforesaid under section II of part II of the schedule V of the Companies Act, 2013 and Mrs. Ramya Bharathram shall be entitled to the same.
3. Allowances and Benefits: including HRA, LTA, CCA, medical benefits and allowances, Travel or Car allowances, and other Allowances and Benefits, upto 100% percent of the Annual Basic salary, as above.
4. Commission up to 2% of net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013. The actual percentage of commission will be decided by the Board, for each Financial Year.

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

**RESOLVED FURTHER THAT** in any Financial Year during the currency of the tenure of Mrs. Ramya Bharathram, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, as permissible under Section-II, Part-II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or reenactment (s) thereof, for the time being in force) or

up to such other limits as may be prescribed by the Government from time to time as minimum remuneration.

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

**5. To re-appoint Mr. Rajeev M Pandia (DIN 00021730) 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** notwithstanding his completion of 75 years during the proposed tenure, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 13, 2024 and May 15, 2024 and pursuant to the provisions of Sections 149, 150, 152, 197 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), who holds office of Independent Director up to July 24, 2024 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 further term of three (3) consecutive years from July 25, 2024 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.”

**6. To appoint Mr. M. Somasundaram (DIN: 05185268) 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 and pursuant to the provisions of Sections 149, 150, 152, 197 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), Mr. M. Somasundaram (DIN: 05185268), being eligible for 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 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 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.”

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

“**RESOLVED THAT**, subject to the approval as may be required from the Central Government, the appointment of M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at Block D, Flat 307, 3<sup>rd</sup> Floor, Shayam’s Yesgeeyes, SP Homes, No. 156, Rajan Kuppam Road, Ayanambakkam, Chennai – 600 095 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for FY 24-25 for a remuneration of ₹ 1,00,000/- (Rupees One Lakhs), 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 Thursday, July 18, 2024 to Wednesday, July 24, 2024 (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 attached

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 2015-2016 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 the 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 Notice of the 51<sup>st</sup> Annual General Meeting of the Company along with the Annual Report for FY 23-24 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 Participant(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 51<sup>st</sup> Annual General Meeting of the Company along with the Annual Report for FY 23-24 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
8. Members may also note that the Notice of the 51<sup>st</sup> Annual General Meeting and the Annual Report for FY 23-24 will also be available on the Company's website [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com) and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL <https://www.evoting.nsdl.com> for their download.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2023/8 dated January 25, 2023 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com) and on the website of the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd, at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to Registrar and Share Transfer Agent in case the shares are held in physical form.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login>.
12. Members may note that Income Tax Act, 1961 as amended by and read with the provisions of the Indian Finance Act, 2020 mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend if declared by the shareholders.
13. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / Registrar and Share Transfer Agent (if shares held in physical form).

14. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
15. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
16. The aforementioned documents (duly completed and signed) are required to be uploaded on RTA's website at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July 9, 2024 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms, declarations and documents will not be considered by the Company.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, bank details along with KYC documents to their DPs in case the shares are held by them in electronic form and "Link Intime India Private Limited" on their email ID at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) if shares held in physical form.
18. 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.
19. Members / Proxies are requested to bring attendance-Slip along with their copy of Annual Report to the Meeting.
20. 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, 2024, the Company is providing facility to the Members to exercise their right to vote at the 51<sup>st</sup> 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:**

The voting period begins on Saturday, July 20, 2024 at 3.00 pm (IST) and ends on Tuesday, July 23, 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, July 17, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on July 23, 2024.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

**SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
  - a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b. Click on "Shareholders" module.
  - c. Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.

**(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in) and [investorinfo@thirumalaichemicals.com](mailto:investorinfo@thirumalaichemicals.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

**PROCESS TO REGISTER EMAIL/MOBILE NO. FOR SHAREHOLDERS WHO HAVE NOT REGISTERED THE SAME WITH THE COMPANY/DEPOSITORIES.**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- 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 Scrutiniser to scrutinise the voting at the meeting and remote e-voting process in a fair and transparent manner.
- The Scrutiniser shall within a period not exceeding two (2) 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 Scrutiniser’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**II. Details of Director/Auditors Seeking Appointment/ Re-appointment as Required Under Regulation 36(3) & (5) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:****a. Re-appointment of retiring Director: (Item no. 3)**

Mr. P. Mohana Chandran Nair, (DIN: 07326079) aged 71, the Non-Executive Directors of the Company is liable to retire by rotation. He is also the Managing Director of TCL Intermediaries Private Limited, the Wholly Owned Subsidiary of the Company. As he is retiring by rotation at this AGM, it is proposed to re-appoint him as Director of the Company. His brief profile is given below:

<b>Qualification</b>	Mr. P. Mohana Chandran Nair is a Chemical Engineer with about 40 years of experience.
<b>Expertise in specific functional areas</b>	He has occupied various roles at Rashtriya Chemicals and Fertilizers Ltd (RCF), where he started his career as a Trainee, and grew to Executive Director. He was the Head of Operations and Profit Centre Head at RCF, before he joined TCL. He has extensive experience in Manufacturing, Engineering, Project Management, Technology, Commercial, etc. During the last Nine years in TCL, his performance has been outstanding. He has consistently set high targets in Safety, Efficiency, Energy, and Costs, and has motivated and led diverse teams to deliver on these goals. He has also led a comprehensive change management initiative in the Company successfully. He is currently the Managing Director of TCL Intermediaries Private Limited, the Wholly Owned Subsidiary of the Company.
<b>Relationship with Director</b>	NIL
<b>Directorship in other Companies</b>	Managing Director of the WOS of the Company – TCL Intermediaries Private Limited
<b>Shareholding in the Company</b>	NIL

The Directors recommend the Resolution set out at item No. 3 of the accompanying notice for your approval. Except Mr. P. Mohana Chandran Nair, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the Resolution set out at item No. 3.

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

#### ITEM 4

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on May 15, 2024 re-appointed Mrs. Ramya Bharathram, aged 51, as Managing Director and CFO of the Company for a period of 3 years commencing from May 26, 2024 subject to the approval of shareholders at the Annual General Meeting of the Company. Her brief profile is given below:

<b>Qualification</b>	Mrs. Ramya Bharathram, is a Commerce Graduate and has completed her Inter CA.
<b>Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• She has worked with M/s Lakshmikumaran &amp; Sridharan, a leading Law firm, at Delhi, where she specialised in Indirect Taxation (Excise &amp; Customs) and in International Trade Laws, Antidumping &amp; Safeguard matters &amp; actions.</li> <li>• She has worked in M/s Deloitte, in Assurance &amp; Consulting services for corporate clients.</li> <li>• In 2006 / 7, she was selected to attend various business programs at IMD, Switzerland and at the Kellogg School of Management, Chicago.</li> <li>• She has been working in TCL for the last 16 years, where she has supported the Managing Director in the company's Business Reorganisation, in Finance &amp; Regulatory matters, and the restructuring of its Banking.</li> <li>• She next headed and led growth of the Food Ingredients and Fine Chemicals businesses of the Company.</li> <li>• Since 2015 she has led the Company's growth strategy &amp; execution, including Projects, in addition to her current Role as Managing Director and CFO.</li> <li>• She has completed a 3-year senior Management Program at Harvard Business School in 2017. She has over 20 years of experience.</li> </ul>
<b>Relationship with Director</b>	Mr. R. Sampath – Director (Relative)
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>i. Jasmine Limited</li> <li>ii. N. R. Swamy Investments Private Limited</li> </ul>
<b>Shareholding in the Company</b>	338920 Equity Shares

As Managing Director Mrs. Ramya Bharathram shall perform such functions as may from time to time be entrusted to her by the Board. She shall be subject to the supervision and control of the Board of Directors. She shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Based on her performance, the Board is of the opinion that the appointment of Mrs. Ramya Bharathram as Managing Director of the Company would be in the interest of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Ramya Bharathram as Managing Director, for the approval by the shareholders of the Company.

Except Mrs. Ramya Bharathram, and her relative Mr. R. Sampath, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 4. The other relatives of Mrs. Ramya Bharathram 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.

#### The statement containing additional information as required in Schedule V of the Companies Act, 2013:

##### I. General information:

- (1) Nature of industry – The Company is into manufacture of Phthalic Anhydride, Maleic Anhydride and Food Acids.
- (2) Date or expected date of commencement of commercial production - 1973.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (4) Financial performance based on given indicators – Mentioned in the Director's Report.
- (5) Foreign investments or collaborations, if any - Mentioned in the Director's Report.



## II. Information about the appointee:

- (1) Background details – Please refer explanatory statement Item No 4
- (2) Past remuneration – (For last three years)

Year	Amount	Year	Amount	Year	Amount
FY 23-24	1,41,42,000	FY 22-23	3,16,47,000	FY 21-22	4,08,42,000

- (3) Recognition or awards – Please refer explanatory statement Item No 4
- (4) Job profile and her suitability – Mrs. Ramya Bharathram has considerable knowledge and experience in the Chemical Industry with an established marketing knowledge which is compatible with the Organisational requirements and had demonstrated her leadership ability while discharging her responsibility.
- (5) Remuneration proposed – The proposed remuneration of Mrs. Ramya Bharathram as mentioned in the resolution is in line with the provisions of Schedule V of the Companies Act, 2013.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person - The proposed remuneration of Mrs. Ramya Bharathram is commensurate with the position she occupies, size of your Company and as per the industry standards.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director if any. – Please refer explanatory statement Item No 4

## III. Other information:

- (1) Reasons of loss or inadequate profits - There is no inadequacy of profit during the last 3 Financial Years.
- (2) Steps taken or proposed to be taken for improvement - Increased sales margins, cost control & reduction, focus on working capital and interest management.
- (3) Expected increase in productivity and profits in measurable terms - Productivity and profits are expected to increase in the coming years.

### ITEM 5

Mr. Rajeev Pandia, aged 74, was appointed as an Independent Director of the Company by the members at the 46<sup>th</sup> AGM of the Company held on July 25, 2019 for a period of five consecutive years which ends on July 24, 2024. As per Section 149(10) of the Act, Mr. Rajeev Pandia is eligible for re-appointment on passing a special resolution by the Company. After considering the performance evaluation of Mr. Rajeev Pandia, 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 15, 2024, recommended the re-appointment of Mr. Rajeev Pandia as an Independent Director for another term of 3 (three) consecutive years from July 25, 2024. Mr. Rajeev Pandia 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.

<b>Qualification</b>	He is a Chemical Engineer from IIT, Bombay and holds a Master's degree from Stanford University, California, USA.
<b>Expertise in specific functional areas</b>	During 2000-2002, he was the President of Indian Chemical Council. He 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. He has been providing extensive support for several years to the CMD and the Management team at TCL and OOSB.
<b>Relationship with Director</b>	NIL
<b>Directorship in other Companies</b>	i. GRP Limited ii. The Supreme Industries Limited iii. Ultramarine & Pigments Limited iv. Excel Industries Limited v. Supreme Petrochem Limited
<b>Shareholding in the Company</b>	2,400

Mr. Rajeev Pandia will attain the age of 75 years in December 2024. Hence in accordance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Independent Director even after attaining the age of 75 years during the currency of his proposed tenure.

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. Rajeev Pandia as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Rajeev Pandia as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rajeev Pandia, 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. 5.

**ITEM 6**

It is proposed to appoint Mr. M. Somasundaram, aged 60 as an Independent Director of the Company for a term of five years from the conclusion of this Annual General Meeting. 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, the Board of Directors have recommended the appointment of Mr. M. Somasundaram as an Independent Director for a term of five (5) consecutive years from the conclusion of this AGM. Mr. M. Somasundaram meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Qualification</b>	He is a qualified professional with a Bachelor degree in Commerce (B. Com) from Madras University. He is also a qualified Cost Accountant and Company Secretary.
<b>Expertise in specific functional areas</b>	Mr. M Somasundaram is an experienced finance professional with over 35 years of experience in various capacities in reputed organisations. He has expertise in Accounting, Finance, Supply chain and Operations. He also has exposure to HR function. Mr. Somasundaram has worked in SRF Limited and Hindustan Unilever Limited. His last job was in Computer Age Management Services Ltd (CAMS) as its Chief Financial Officer during which he was part of the team that successfully led CAMS' IPO and listing of its shares.
<b>Relationship with Director</b>	NIL
<b>Directorship in other Companies</b>	i. Sterling Software Private Limited ii. CAMS Financial Information Services Private Limited iii. Carmel Point Investments India Private Limited iv. CAMS Investor Services Private Limited
<b>Shareholding in the Company</b>	NIL

The Board believes that Mr. M Somasundaram's association with the Company would be beneficial, and it is desirable to induct him as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M. Somasundaram as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. M. Somasundaram, 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**

The Board at its meeting held on May 15, 2024, as recommended by the Audit Committee, appointed M/s.GSVK & Co., Cost Accountants, having Registration No. 002371 at Block D, Flat 307, 3<sup>rd</sup> Floor, Shayam's Yesgeeyes, SP Homes, No. 156, Rajan Kuppam Road, Ayanambakkam, Chennai – 600 095 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for FY 24-25 for a remuneration of ₹1,00,000/-, in addition to reimbursement of out of pocket expenses. As per Rule 14(a) (ii) of Companies (Audit and Auditors) Rules 2024, 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 is concerned or interested, financially or otherwise, in the resolution set out at item No. 7. The Directors recommend the Resolution set out at item No. 7 of the accompanying Notice for your approval.

By Order of the Board  
For **Thirumalai Chemicals Limited**

**T.RAJAGOPALAN**  
Company Secretary

Registered Office: Thirumalai House,  
Road No.29, Sion-East,  
Mumbai - 400 022.  
June 1, 2024