

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

L24100MH1972PLC016149

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT2015M

(ii) (a) Name of the company

THIRUMALAI CHEMICALS LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

raja_t_@hotmail.com

(d) *Telephone number with STD code

04443686200

(e) Website

www.thirumalaichemicals.com

(iii) Date of Incorporation

27/11/1972

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

(v) Whether company is having share capital

Yes No

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

Yes No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 07/08/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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

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

*No. of Companies for which information is to be given 0

Pre-fill All

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

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

(i) *SHARE CAPITAL

(a) Equity share capital

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

Number of classes

1

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

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

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

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

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

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

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

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

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

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

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

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

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,387,614,116
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,387,614,116

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

8,552,507,334

(ii) Net worth of the Company

5,554,286,951

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,650,501	15.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	27,205,820	26.57	0	
10.	Others	0	0	0	
	Total	42,856,321	41.86	0	0

Total number of shareholders (promoters)

19

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	48,945,362	47.8	0	
	(ii) Non-resident Indian (NRI)	3,167,799	3.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	6,000	0.01	0	
4.	Banks	0	0	0	
5.	Financial institutions	122,229	0.12	0	
6.	Foreign institutional investors	960,023	0.94	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,330,386	6.18	0	
10.	Others	0	0	0	
	Total	59,531,799	58.14	0	0

Total number of shareholders (other than promoters)

51,590

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

51,609

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

17

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			12,320	0.01
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			5,690	0.01
CITY OF NEW YORK GF	DEUTSCHE BANK AG DB HOUSE, H			43,561	0.04
DFA AUSTRALIA LIMIT	CITIBANK N.A. CUSTODY SERVICES			4,520	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			8,660	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			138,434	0.14
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			3,140	0
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE H			10,050	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			357,509	0.35
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			28,380	0.03
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE H			8,580	0.01
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			3,472	0
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			10,980	0.01
T.A. WORLD EX U.S. CC	CITIBANK N.A. CUSTODY SERVICES			18,070	0.02
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			274,587	0.27
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			22,510	0.02
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			9,560	0.01

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

Details	At the beginning of the year	At the end of the year
Promoters	26	19
Members (other than promoters)	47,445	51,590
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	3	3
B. Non-Promoter	1	6	1	7	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	8	3	3

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. R.Parthasarathy	00092172	Managing Director	2,398,330	
Mr.R.Ravishankar	01224361	Director	0	
Mr. N.Subramanian	00336468	Director	600	
Mr.Raj Kataria	01960956	Director	500	
Mr. Dhruv Moondhra	00151532	Director	1,000	
Mr. Arun Ramanathan	00308848	Director	0	
Mr. R. Sampath	00092144	Director	2,944,655	
Mrs.Ramya Bharathram	06367352	Whole-time director	294,620	
Mr. P. Mohanachandra	07326079	Whole-time director	0	
Mr. RAJEEV MAHENDRAN	00021730	Director	2,400	
Mrs. BHAMA KRISHNA	02196839	Director	0	
Mr.T.Rajagopalan	AADPR4658N	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mrs. BHAMA KRISHNA	02196839	Additional director	20/03/2020	Appointment

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

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

Number of meetings held

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

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2019	10	9	90
2	25/07/2019	10	10	100
3	31/10/2019	10	8	80
4	28/01/2010	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

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

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. R.Parthasarathy	4	3	75	0	0	0	Yes
2	Mr.R.Ravishanker	4	4	100	9	9	100	Yes

3	Mr. N.Subramani	4	4	100	11	11	100	Yes
4	Mr.Raj Kataria	4	3	75	6	5	83.33	Yes
5	Mr. Dhruv Modi	4	4	100	5	4	80	Yes
6	Mr. Arun Ramani	4	4	100	5	5	100	Yes
7	Mr. R. Sampath	4	3	75	12	11	91.67	Yes
8	Mrs.Ramya Bharath	4	4	100	0	0	0	Yes
9	Mr. P. Mohanachandran	4	4	100	0	0	0	Yes
10	Mr. RAJEEV M	4	4	100	5	5	100	Yes
11	Mrs. BHAMA K	0	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. R. Parthasarath	Managing Director	20,238,000	0	0	81,307	20,319,307
2	Mrs.Ramya Bharath	Whole-time director	10,834,800	0	0	0	10,834,800
3	Mr. P. Mohanachandran	Whole-time director	5,747,847	0	0	0	5,747,847
	Total		36,820,647	0	0	81,307	36,901,954

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. T. Rajagopalan	Company Secretary	32,400,000	0	0	0	32,400,000
2	Mrs.Ramya Bharath	CFO	10,834,800	0	0	0	10,834,800
	Total		43,234,800	0	0	0	43,234,800

Number of other directors whose remuneration details to be entered

0

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

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

Name

Ranjana Mimani

Whether associate or fellow

Associate Fellow

Certificate of practice number

4234

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

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

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

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

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

To be digitally signed by

Director

RANGASWAMY SAMPATH
Digitally signed by RANGASWAMY SAMPATH
Date: 2020.09.21 17:21:10 +05'30'

DIN of the director

To be digitally signed by

T Rajagopalan
Digitally signed by T Rajagopalan
Date: 2020.09.21 15:36:19 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

thiru mgt8.pdf
Thirumalai Chemicals Limited_MGT7_SHT

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