

(AN ISO 9001, 14001, 50001/ HACCP & FSSC 22000 CERTIFIED COMPANY)

CIN: L24100MH1972PLC016149

June 21, 2021

**Department of Corporate Services
Bombay Stock Exchange Ltd.
P.J. Towers, 25th Floor,
MUMBAI – 400 001
Fax No: 22723121/2037/3719/2941**

**National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051
Fax No: 26598237/8238**

Dear Sir,

Reg: Annual General Meeting

Ref.: scrip code: 500412 / TIRUMALCHM

Notice is hereby given that the 48th Annual General Meeting (AGM) of the Company will be held thru Other Audio Video Means on Wednesday, July 21, 2021 at 2.30 p.m.

A copy of Notice of AGM is attached for information and record.

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**


T. Rajagopalan.
Company Secretary

NOTICE

NOTICE is hereby given that the **FORTY EIGHTH ANNUAL GENERAL MEETING OF THIRUMALAI CHEMICALS LIMITED** will be held on Wednesday, 21st July, 2021 at 2.30 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') as permitted by the Ministry of Corporate Affairs (MCA) *vide* their circular No. 02/2021 dated January 13, 2021 read with circular No. 20/2020 dated May 05, 2020, 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, 2021, 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 year ended 31st March 2021, 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, 2021 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 Rs.2.20 per equity share on the paid-up equity share capital of the Company as recommended by the Board be and is hereby declared for the Financial Year ended March 31, 2021."

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 herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To re-appoint Statutory Auditors for a term of five years from the financial year 2021-2022 and fix their remuneration 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 provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N / N500013) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, until the conclusion of the 53rd Annual General Meeting of the Company at such fee as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

5. **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 section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. P. Mohana Chandran Nair (DIN: 07326079), be and is hereby appointed as a Whole-time Director of the Company under section 196 of the Companies Act, 2013 with effect from 28.10.2020 for a period of three years upon terms and conditions as detailed below and is liable to retire by rotation. He will be designated as "Executive Director (Mfg.)".

Remuneration:

- Total starting remuneration up to Rs.40 lakhs per annum including all perquisites and benefits as per Company's Rules and Practices. Additionally, Provident Fund, Superannuation, Gratuity and other applicable benefits as per provisions of Companies Act, 2013.
- Incentives and Annual Increments as per the Practice and Policy of the Company as determined by the Managing Director.
- Total remuneration including all perquisites / benefits / allowances / incentives including PF/SA/Gratuity shall not exceed Rs.80 Lakhs per annum.

Termination Clause:

- Either party may terminate the service/employment by giving a three months' Notice or salary in lieu of. Mr. P. Mohana Chandran Nair will cease to be a Director of the Company co-terminus with his ceasing to be in the services / employment of the Company.
- The Managing Director shall determine and define the Roles and Responsibilities of Mr. P. Mohana Chandran Nair, and Mr. P. Mohana Chandran Nair will report in all his executive functions and duties to the Managing Director."

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

"RESOLVED THAT 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 (including any statutory modification or re-enactment thereof), the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Ramya Bharathram (DIN:06367352) Whole-time Director, as the Managing Director of the Company for a period of three (3) years commencing from 26th May, 2021 to 25th May, 2024 upon terms and remuneration & benefits as detailed below and is liable to retire by rotation.

Remuneration:

1. Basic Salary: (Effective from 26-05-2021): ₹500,000 - 50,000 – 700,000 – 100,000 - ₹900,000 with the power to the Board to fix the Basic within these limits. The Board may increase the Basic Salary suitably, within this band 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, up to and not to exceed 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 on completion.

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 re-enactment (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; or if required subject to obtaining of Central Government approval as required under sec. 197 or other applicable provisions of the Companies Act, 2013 or any re-enactments thereof.

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."

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 8/4 VJ Flats, 30A Valmiki Street, Thiruvannamiyur, Chennai -600 041 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2021-22 for a remuneration of ₹ 30,000/-, in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

I. NOTES:

1. The 48th Annual General Meeting of Thirumalai Chemicals Limited will be held on Wednesday, 21st July, 2021 at 2.30 p.m. through Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”) as permitted by the Ministry of Corporate Affairs (MCA) *vide* their circular No. 02/2021 dated January 13, 2021 read with circular No. 20/2020 dated May 05, 2020. The deemed venue of the meeting will be Ranipet, Tamil Nadu.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 15th July, 2021 to Wednesday, 21st July, 2021 (both days inclusive) for the purpose of Annual General Meeting and for determining members eligible for dividend, if declared by the shareholders.
3. 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.
4. As the Annual General Meeting of the Company will be held only through Video Conferencing/ OAVM the facility of appointment of proxies by members will not be available for the Meeting.
5. Corporate members whose Authorized Representatives (AR) are intending to participate in the Meeting through Video Conferencing are requested to send a certified copy of the Board Resolution authorising their representative to participate in the Meeting to the Scrutinizer by email through its registered email address rmimani@csrma.in / mmimani@csrma.in with a copy marked to evoting@cDSLindia.com.
6. 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 2013-2014 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.
7. 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.
8. Pursuant to the MCA circular dated 13th January, 2021 and 05th May, 2020 and in view of the prevailing situation and the difficulties involved in dispatching physical copies of the Annual Report, the same shall be sent only by email to the members, and to all other persons so entitled. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s).
9. 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.
10. 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).
11. 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%.
12. 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.

13. The aforementioned documents (duly completed and signed) are required to be uploaded on RTA's website at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July 12, 2021 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.
14. 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 if shares held in physical form.
15. Members may also note that the Notice of the 48th Annual General Meeting and the Annual Report for 2020-21 will also be made available on the Company's website at <http://www.thirumalaichemicals.com> and Stock Exchange website for their download. The Notice of the 48th AGM is also available on the website of CDSL.
16. 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.
17. The facility of e-voting system shall also be made available at the AGM. A Member can opt for only one mode of voting i.e. either through remote e-voting or by E-voting system at the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
18. Instructions for e-voting and joining the AGM are as follows:
 - A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and 13 January, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on July 17, 2021 at 3.00 pm (IST) and ends on July 20, 2021 at 5.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date of July 14, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on July 20, 2021. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (ii) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com
 - Click on “Shareholders” module.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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 the 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 in the PAN field which will be indicated in your mail.
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).

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for THIRUMALAI CHEMICALS LIMITED to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 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.
- 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) 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 Registrar and Share Transfer Agent “Link Intime India Private Limited” on their email ID at rnt.helpdesk@linkintime.co.in.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository
- (iii) 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.

B. Procedure to participate in the AGM through Video Conferencing/OAVM:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee, Auditors and Scrutinizer who are allowed to participate in the AGM without restriction on account of first come first served basis.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vii) The Members, who need assistance before or during the AGM, can contact CDSL on (helpdesk.evoting@cdslindia.com or call 1800225533.)
- (viii) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote there at.
- (ix) The Members participating in the meeting through Video Conferencing/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

- (x) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
 - (xi) The Shareholders, who would like to express their views/ask questions during the meeting, may register themselves as a speaker by sending their request in advance at least three days prior to meeting mentioning their Name, Demat account number/Folio number, email ID, Mobile number by email at rajagopalan.t@thirumalaichemicals.com. The shareholders, who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their Name, Demat account number/Folio number, email ID, Mobile number by email at (Company email id: rajagopalan.t@thirumalaichemicals.com). These queries will be replied to by the Company suitably by email.
 - (xii) Those shareholders who have registered themselves as a speaker, will only be allowed to express their views/ask questions during the meeting.
- C. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
 - D. 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 e-voting at the AGM and remote e-voting process in a fair and transparent manner.
 - E. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - F. 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.

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) was appointed as a Whole-time Director of the Company under section 196 of the Companies Act, 2013 for a period of three years with effect from 28-10-2020 by the Board of Directors of the Company and is liable to retire by rotation. 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 in Item No. 5 of the Explanatory Statement. 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.

b. Re-Appointment of Statutory Auditors: (Item no. 4)

The Members of the Company at the 43rd Annual General Meeting held on 29th July, 2016 approved the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Walker Chandiook & Co LLP, Chartered Accountants would be completing 5 years as the Statutory Auditors of the Company at this AGM. In accordance with Section 139 of the Act, M/s. Walker Chandiook & Co LLP are eligible for re-appointment for a further term of five year.

M/s. Walker Chandiook & Co LLP have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Board on the recommendation of the Audit Committee recommended for the approval of the Members, the re-appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 53rd AGM.

The Terms and Conditions of Re-appointment are as under:

- Term of Appointment: 5 year from the conclusion of this AGM till the conclusion of AGM for FY 2025-2026.
- Proposed Fees: Remuneration as determined by the Shareholders at the AGM along with applicable taxes.
- Credentials: Walker Chandio & Co LLP (WCC LLP) was established in the year 1935 and is registered with the Institute of Chartered Accountants of India as well as the PCAOB (US Public Company Accountancy Oversight Board). WCC LLP an independent Indian partnership firm that provides audit, tax and advisory services. With 1,500+ people and presence in 13 locations across the country, we help dynamic clients unlock their potential for growth. WCC LLP licenses audit software as well as audit methodology from Grant Thornton. For multinational companies and other organisations with international operations or interests, WCC LLP has access to Grant Thornton member firms in other countries that adopt the same rigorous standards, and utilise the same tools and methodologies.

The Board of Directors recommends the resolution in Item No. 4 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 4 of this Notice.

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

ITEM 5

Mr. P. Mohana Chandran Nair, aged 68, was re-appointed as a Whole-time Director of the Company under section 196 of the companies Act, 2013 for a period of three years with effect from 28-10-2020 by the Board of Directors of the Company and is liable to retire by rotation. His brief profile is given below:

Qualification	Mr. P. Mohana Chandran Nair is a Chemical Engineer with about 40 years of experience.
Expertise in specific functional areas	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.
Relationship with Director	NIL
Directorship in other Companies	NIL
Shareholding in the Company	NIL

The Directors recommend the resolution set out at Item No. 5 of the accompanying notice for your approval. The Ordinary resolution as set out against Item No. 5 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings. 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. 5.

ITEM 6

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 26th May, 2021 appointed Mrs. Ramya Bharathram, (Whole-time Director and CFO), aged 49, as Managing Director and CFO of the Company for a period of 3 years commencing from 26th May, 2021 to 25th May, 2024 subject to the approval of shareholders at the Annual General Meeting of the Company.

Her brief profile is given below:

Qualification	Mrs. Ramya Bharathram, is a Commerce Graduate and has completed her Inter CA.
Expertise in specific functional areas	<ul style="list-style-type: none"> • She has worked with M/s Lakshmikumaran & Sridharan, a leading Law firm, at Delhi, where she specialized in Indirect Taxation (Excise & Customs) and in International Trade Laws, Antidumping & Safeguard matters & actions. • She has worked in M/s Deloitte, in Assurance & Consulting services for corporate clients. • In 2006 / 7, she was selected to attend various business programs at IMD, Switzerland and at the Kellogg School of Management, Chicago. • She has been working in TCL for the last 13 years, where she has supported the Managing Director in the company's Business Reorganization, in Finance & Regulatory matters, and the restructuring of its Banking. • She next headed and led growth of the Food Ingredients and Fine Chemicals businesses of the Company. • Since 2015 she has led the Company's growth strategy & execution, including Projects, in addition to her current Role as Executive Director and CFO. • She has completed a 3-year senior Management Program at Harvard Business School in 2017. She has over 20 years of experience.
Relationship with Director	Mr. R. Sampath – Director (Relative)
Directorship in other Companies	i. M/s Jasmine Limited ii. N. R. Swamy Investments Private Limited
Shareholding in the Company	294620 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. 6. The other relatives of Mrs. Ramya Bharathram may be deemed to be interested in the resolution set out at Item No. 6 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 - The Company commenced operations in the year 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 – The financial performance of the Company is 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 6
- (2) Past remuneration – Same as approved by the shareholders at their Meeting held on 7th August, 2020.
- (3) Recognition or awards – Please refer explanatory statement Item No 6
- (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 Organizational requirements and had demonstrated her leadership ability while discharging her responsibility.
- (5) Remuneration proposed – The proposed remuneration of the Mrs. Ramya Bharathram as mentioned in the Explanatory Statement is within the limits specified in 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 6

III. Other information:

- (1) Reasons of loss or inadequate profits - There is no inadequacy of profit for the financial year 2020-21.
- (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 7

The Board at its meeting held on 26th May, 2021, 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, Thiruvanimiyur, Chennai -600 041 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for the Financial Year 2021-22 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 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 Ltd.

T.RAJAGOPALAN
Company Secretary

Registered Office: Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
26th May, 2021