



**THIRUMALAI
CHEMICALS LTD.**

2019–2020

47th
**Annual
Report**



Board of Directors

Mr. R. Parthasarathy (Chairman & Managing Director)
 Mr. N. Subramanian
 Mr. Raj Kataria
 Mr. R. Ravi Shankar
 Mr. Dhruv Moondhra
 Mr. Arun Ramanathan
 Mr. R. Sampath
 Mr. Rajeev M Pandia
 Mrs. Bhama Krishnamurthy (Additional Director)
 Mrs. Ramya Bharathram (Whole-time Director)
 Mr. P. Mohana Chandran Nair (Whole-time Director)

Chief Executive Officer

Mr. C.G. Sethuram

Chief Financial Officer

Mrs. Ramya Bharathram

Company Secretary

Mr. T. Rajagopalan

Bankers

- Bank of India
- Axis Bank Ltd
- IndusInd Bank
- IDFC Bank
- Yes Bank
- Standard Chartered Bank
- HSBC Bank
- Andhra Bank

Auditors

M/s. Walker Chandio & Co LLP
 Chartered Accountants, Chennai

Internal Auditors

M/s M.S.Krishnaswamy & Co.
 Chartered Accountants, Chennai

Cost Auditor

M/s. GSVK & Co.
 Cost Accountants, Chennai.

Registered Office

Thirumalai House, Road No. 29, Near Sion Hill Fort,
 Sion(E), Mumbai - 400 022, India.
 Tel. : +91-22-24017841, 43686200,
 E-mail : thirumalai@thirumalaichemicals.com
 Website : <http://www.thirumalaichemicals.com>
 CIN : L24100MH1972PLC016149

Registrar & Share Transfer Agents

Link Intime India Pvt Ltd
 C 101, 247 Park, L B S Marg,
 Vikhroli West, Mumbai 400 083
 Tel No : +91 22 49186000
 Fax : +91 22 49186060
 E-mail : rnt.helpdesk@linkintime.co.in
 Web site : www.linkintime.co.in

Factory

- 25-A, SIPCOT, Ranipet, Ranipet
 District, Tamilnadu, India
 Tel. : +91-4172-244327
 Fax : +91-4172-244308
 E-mail : mail@thirumalaichemicals.com
- Plot No.D-2/CH/171/B, GIDC Estate, Dahej
 Phase-II, Tal.Vagra, Bharuch, Gujarat 392130, India
 Cell : +91-98423-99500 / +91-99526-08935
 E-mail: mail@thirumalaichemicals.com

47th Annual General Meeting
Date & Time

Friday, August 7, 2020 at 2.30 p.m.

Venue

The AGM is to be held through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') as permitted by the Ministry of Corporate Affairs (MCA).

Book closure

Saturday, August 01, 2020 to
 Friday, August 7, 2020 (both days inclusive)

Contents	Page No.
AGM Notice	2
Directors' Report, Management Discussion & Analysis	16
Corporate Governance Report	40
Auditors' Report on Corporate Governance	56
Secretarial Auditors' Report	57
Auditors' Report (Standalone)	60
Balance Sheet (Standalone)	66
Profit and Loss Statement (Standalone)	67
Cash Flow Statement (Standalone)	69
Notes to Financial Statements (Standalone)	70
Auditors' Report (Consolidated)	100
Balance Sheet (Consolidated)	106
Profit and Loss Statement (Consolidated)	107
Cash Flow Statement (Consolidated)	109
Notes to Financial Statements (Consolidated)	110

NOTICE

NOTICE is hereby given that the **FORTY SEVENTH ANNUAL GENERAL MEETING OF THIRUMALAI CHEMICALS LIMITED** will be held on Friday, 7th August, 2020 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. 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) i.e. Balance Sheet as at, and the Statements of Profit & Loss and the Cash Flow Statement for the Financial Year ended on March 31, 2020, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Ramya Bharathram (DIN- 06367352), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mrs. Bhama Krishnamurthy as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mrs. Bhama Krishnamurthy (DIN: 02196839), Additional Director of the Company, who is retiring at this meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013, is eligible for appointment and meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this meeting."

4. **To reappoint Mrs. Ramya Bharathram (DIN 06367352), as a Whole-time Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution.**

"RESOLVED THAT, pursuant to the provision of section 196 of the Companies Act, 2013 (Act) and other applicable provisions of the Act and Articles of Association of the Company, Mrs. Ramya Bharathram (DIN 06367352), be and is hereby reappointed as a Whole-time Director of the Company under section 196 of the Companies Act, 2013 with effect from 03.11.2020 for a period of three years and is liable to retire by rotation, upon remuneration and benefits as detailed below and be designated as "Executive Director".

Remuneration:

- 1) Basic Salary: (Effective from 03-11-2020): ₹500,000 - 50,000 – 700,000 – 100,000 - ₹900,000 with the power to Managing Director to fix the Basic within these limits. The Managing Director 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.”

5. 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 2020-21 for a remuneration of ₹ 30,000/-, in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

I. NOTES:

1. The 47th Annual General Meeting of Thirumalai Chemicals Limited will be held on Friday, 07th August, 2020 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. 20/2020 dated May 05, 2020.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 01st August, 2020 to Friday, 07th August, 2020 (both days inclusive) for the purpose of Annual General Meeting.
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 to the Company a certified copy of the Board Resolution authorising their representative to participate in the Meeting.
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 2012-2013 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 05th May, 2020 and in view of the prevailing situation and the difficulties involved in dispatching physical copies of the Financial Statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, and to all other persons so entitled. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s).
9. Members who have still not registered their E-mail ID can get their E-mail ID registered.
10. Members may also note that the Notice of the 47th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.thirumalaichemicals.com for their download.

11. The Equity shares of the Company are mandated for trading in the compulsory Demat mode. The ISIN No. allotted for the Company's shares is INE338A01024.
12. 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.
13. 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 and May 05, 2020, 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 August 03, 2020 at 3.00 pm (IST) and ends on August 06, 2020 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 31, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on August 06, 2020. 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in Physical Form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for THIRUMALAI CHEMICALS LIMITED to vote.

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

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 provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Registrar and Share Transfer Agent “Link Intime India Private Limited” on their email ID at rnt.helpdesk@linkintime.co.in.
- (iii) RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

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

- (i) The Members will be provided with a facility to participate in the AGM through VC/OAVM through the CDSL e-Voting system. The Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login, by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. The Members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- (ii) 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.

- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - (iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (v) 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.
 - (vi) The Members, who need assistance before or during the AGM, can contact CDSL on (helpdesk.evoting@cdslindia.com or call 1800225533.)
 - (vii) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote there at.
 - (viii) 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.
 - (ix) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - (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. Re-appointment of retiring Director: (Item no. 2)

Mrs. Ramya Bharatham, aged 48, is the Whole time Director/CFO of the Company, liable to retire by rotation. She is also one of the promoters of the Company. As she is retiring at this AGM, it is proposed to re-appoint her as Director of the Company. Her brief profile is given in Item no. 4 of the Explanatory Statement. The Directors recommend the Resolution set out at item No. 2 of the accompanying notice for your approval.

Except Mrs. Ramya Bharatham, and her relatives 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. 2. The other relatives of Mrs. Ramya Bharatham may be deemed to be interested in the Resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

ITEM 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Bhama Krishnamurthy aged 64 as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 20th March, 2020. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mrs. Bhama Krishnamurthy will hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. Mrs. Bhama Krishnamurthy is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

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

The Company has received declaration from her stating that she 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. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. Her brief profile is given below.

Qualification	Mrs. Bhama Krishnamurthy has done her Masters in Science (M.Sc.) from Mumbai University.
Expertise in specific functional areas	She was Country Head and Chief General Manager, SIDBI. She had a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small and medium enterprises in India covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects. Her key accomplishments over the years have been her association with framing various policy documents for SIDBI and piloting such policy papers in the Board for adoption. She has closely dealt with Multilateral and Bilateral Agencies in close coordination with the Government of India. Her areas of specialisation include, <i>inter-alia</i> , handling of Human Resource Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank; resource raising and management, integrated treasury operations, credit dispensation and management and risk management.
Relationship with Director	Nil
Directorship in other Companies	i. Reliance Industrial Infrastructure Limited ii. Network18 Media & Investments Limited iii. Cholamandalam Investment and Finance Company Limited iv. Five Star Business Finance Limited v. Muthoot Microfin Limited vi. CSB Bank Limited.
Shareholding in the Company	Nil

The Board recommends the resolution in relation to appointment of Mrs. Bhama Krishnamurthy as an Independent Director, for the approval by the shareholders of the Company. Except Mrs. Bhama Krishnamurthy, being an appointee, 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. 3.

ITEM NO. 4

Mrs. Ramya Bharathram, aged 48, was appointed as Whole-time Director of the Company for a period of three years effective November 03, 2017 as per the terms and conditions approved by the Shareholders at the 44th Annual General Meeting held on July 22, 2017. Since the aforesaid appointment for the revised period of three years ends on November 02, 2020, it is proposed to re-appoint her as Whole-time Director of the Company for a period of three years from November 3, 2020 and pay her the remuneration as set out in the Resolution in item 4. 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	She has worked with M/s Lakshmikumaran & Sridharan, a leading Law firm, at Delhi, where she specialized in Direct Taxation (Excise & Customs) and in Trade, Antidumping & Safeguard matters & actions, for a period of 5 years, as an Associate. She has worked in M/s Deloitte and Touché Delhi, in Assurance & in consulting services for corporate clients. In 2006/7, she was selected to attend various programs at IMD, Switzerland and at the Kellogg School of Management, Chicago. She has been working in TCL for the last ten years, where she has supported the Managing Director in the company's Re-organization, and in Finance and Regulatory matters; she has supervised the restructuring of TCL's Finance & Banking, at a period of great stress, in 2009 - 2012. In parallel, she turned around the two loss making Fine Chemicals businesses (CMC & FI) of the company to excellent profits and Cash Flows and grew these units by over 6 times in 5 years. Since 2015 she has led Growth Strategy & execution, including Projects. She has completed the 3-year Principals' Executive Management course in Harvard Business School in December 2017. She has over 20 years of experience.
Relationship with Director	Mr. R. Sampath - Director
Directorship in other Companies	i. M/s Jasmine Limited ii. N. R. Swamy Investments Private Limited
Shareholding in the Company	2,94,620 Equity Shares

The Board is of the opinion that the appointment of Mrs. Ramya Bharathram as Whole-time Director of the company would be in the interest of the Company and it is desirable to continue to avail the services of Mrs. Ramya Bharathram as Whole-time Director due to her extensive experience. Accordingly, the Board recommends the Resolution in relation to reappointment of Mrs. Ramya Bharathram as Whole-time 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.

ITEM No. 5.

The Board at its meeting held on 17th June, 2020, 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, Thiruvannamiyur, Chennai -600 041 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for the Financial Year 2020-21 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. 5. The Directors recommend the Resolution set out at item No. 5 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.
17th June, 2020

Board of Directors



Mr. R. PARTHASARATHY is the Chairman & Managing Director of Thirumalai Chemicals Limited. He has served as Vice-President and President of the Indian Chemical Council from 2007-2011. He has managed Manufacturing, Technology Development, Marketing, and Business start-ups in India, Europe and the US. He is deeply involved in Education & Healthcare projects serving rural communities in South India.



Mr. R. SAMPATH is the Chairman of Ultramarine & Pigments Limited. He is a Chemistry graduate from University of Bombay and has a Chemical Engineering degree from the USA. He started his career in a multinational Company and has more than 50 years of experience in operations, and managing businesses.



Mr. R. RAVI SHANKAR is the Chairman of the Audit committee of TCL. He has been a Global Sourcing Manager for Unilever PLC in London and the USA and General Manager – M&A in Lever. He was a senior partner heading the M&A Division in Ernst & Young for 10 years from 1997-2007. For the last seven years he has been CEO of an independent consultancy that advises in M&A, Valuation and Investment Banking. He is deeply involved in Governance, Business and Audit / Assurance matters of the company.



Mr. N. SUBRAMANIAN has over 45 years of experience in the chemical industry in India and overseas. Mr. Subramanian has been member of the senior management in leading companies in India and East Asia, including Chemplast Sanmar, Atochem- Arkema, and others. He is the Chairman of the Business Review Committee of TCL, and is your company's nominee to the Board of our Subsidiary in Malaysia, Optimistic Organic Sdn Bhd.