

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 33rd **ANNUAL GENERAL MEETING** of the Members of **TML INDUSTRIES LIMITED** will be held on Wednesday, 28th September, 2022, at 3 pm IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- (a) **“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To consider the appointment of Shri Dipesh Shroff as a Director 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, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Dipesh Shroff (DIN: 00030792), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To consider the appointment of Shri Ravi Shroff as a Director 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, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ravi Shroff (DIN: 00033505), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

4. To consider re-appointment of Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s CNK & Associates LLP, Chartered Accountants, Vadodara having Firm Registration No. 101961W/W-100036, be and are hereby re-appointed as Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting of the Company at a remuneration of Rs. 5 (five) Lakhs per annum plus GST and reimbursement of out of pocket expenses subject to revision of the remuneration from time to time as may be decided by Board in consultation with the Auditors.”

SPECIAL BUSINESS:

5. To consider the appointment of **Shri Ashwin Shroff** (DIN 00019952) as a 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 provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ashwin Shroff (DIN 00019952), who was appointed as an Additional Director of the Company with effect from 10th June, 2022 and who holds office up to the date of this 33rd Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. To consider the appointment of **Shri Atul Shroff** (DIN 00019645) as a 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 provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Atul Shroff (DIN 00019645), who was appointed as an Additional Director of the Company with effect from 10th June, 2022 and who holds office up to the date of this 33rd Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To consider the appointment of **Shri Mukesh Patel** (DIN 00009605) as a 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 provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Mukesh Patel (DIN 00009605), who was appointed as an Additional Director of the Company with effect from 10th June, 2022 and who holds office up to the date of this 33rd Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. To appoint **Shri Maulik Mehta** (DIN 00010848) as an Independent Non- Executive Director for a term of five years 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 provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Shri Maulik Mehta (DIN 00010848), who was appointed as an Additional Director of the Company and designated as Independent Director by the Board of Directors with effect from 10th June, 2022, to hold office until the date of this 33rd Annual General Meeting, and in respect of whom the Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of the Director of the Company, and who has submitted a declaration under Section 149(7) of the Act that he meets the criteria for independence as provided in the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from 10th June, 2022 till 9th June, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.”

Registered Office:

B - 601, Alkapuri Arcade,
R C Dutt Road, Vadodara – 390007

Date: 4th August, 2022

Place: Vadodara

**By Order of the Board of Directors
For TML Industries Limited**

Sd/-

Kruti Parekh

Company Secretary

(ACS 25792)

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 5th May, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 ("the Act"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company at B-601, Alkapuri Arcade, R C Dutt Road, Vadodara - 390007.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. In the case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business at the meeting is annexed hereto.
5. Details required as per Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment or re-appointment at the AGM are given at the end of the Explanatory Statement.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants, unless any Member has requested for a physical copy of the same. Members may note that the Notice will also be available on the Company's website www.tmlind.com.
7. For receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@tmlind.com.
 - b) Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant.
8. The attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under section 103 of the Companies Act, 2013.
9. 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. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
10. Voting on resolution placed before the meeting shall be done on show of hands only unless the poll is demanded. In case a poll is demanded during the AGM, members may send their votes on cs@tmlind.com. The Company is not statutorily required to provide facility of e-voting.

11. As per Rule 9A of Companies (Prospectus and Allotment of Securities) Rules 2014 the Company shall not be able to transfer shares and issue new shares unless your physical shares are converted into dematerialized form. For this purpose, the Company has appointed Link Intime India Pvt. Ltd. as Registrar and Share Transfer Agent. You are requested to get your physical shares converted into dematerialized form. The ISIN of Company's equity shares is INE03UP01019.
 12. The Company has transferred the unpaid or unclaimed dividends/deposits/interest on deposits from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of such unpaid/unclaimed amounts are available on the website of the Company www.tmlind.com and details of such amount transferred to IEPF are available on the website of the IEPF Authority.
 13. The cut-off date for ascertaining the members entitled to receive Notice and Annual Report for this AGM is 23rd September, 2022.
 14. **Procedure for Joining the AGM through VC / OAVM:**
 - (i) Members are entitled to attend the Annual General Meeting through VC/OAVM by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting:

Step 1 : Download and install Zoom Meetings App in Mobile or Desktop.
Step 2 : Click on this link: https://us06web.zoom.us/join/tZclde6tqDorH9V1-dKvhKpGp8XuH_bAd4a3
Or
Open Zoom App and enter these details:
Meeting ID: 838 2756 1151
Passcode: 2022
Step 3 : Enter Your First Name, Last Name, Email address, Phone number and Folio Number/ DP ID followed by Client ID.
Step 4 : Click on Register. You will receive an email.
Step 5 : Open the email, click on "Join Meeting" or on the link given in the email.
Step 6 : Click "Open Zoom" on the prompt.
Step 7 : If the prompt doesn't appear, click "Launch Meeting" instead.
 - (ii) Members who hold shares in Dematerialized form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their Folio No. for easy identification of attendance at the Meeting.
 - (iii) Members are encouraged to join the Meeting through Laptops/desktops for better experience. They will have to allow the Camera and will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 7 days before the meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tmlind.com. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
 - (v) If you have any queries or issues regarding attending AGM through the link, you may contact the Company Secretary Ms. Kruti Parekh on 7227003371 or Mr. Brijen Pathak on 7600029117 or write an email to cs@tmlind.com.
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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Shri Ashwin Shroff is an industrialist with immense experience in Chemical and Bio-tech Industry and expertise in the field of strategic business management and leadership. He is currently on the Board of companies like Excel Industries Limited and Transpek Industry Limited. His vast experience would contribute significantly in the growth of the Company.

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Ashwin Shroff as an Additional Director effective 10th June, 2022 and he holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose the name of Shri Ashwin Shroff for appointment as a Director of the Company.

Brief profile of Shri Ashwin Shroff is given at the end of the explanatory statement to this notice for perusal of the members.

Apart from Shri Ashwin Shroff, Shri Ravi Shroff being a relative of Shri Ashwin Shroff is interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 5 of the Notice for the approval of the Members.

Item No. 6

Shri Atul Shroff is on the Board of Companies like Transpek Industry Limited, Excel Industries Ltd. Before retiring in 2017, Shri Atul G. Shroff was the Managing Director of Transpek Industry Limited since its inception in 1965. A people's man, he was known to be found moving on the shop-floor, and having a direct rapport with most of its workforce which constitutes the Transpek family. His vision envisaged the setting up of a global network. His keen sense of understanding the chemical processes had resulted in the development of several innovative and appropriate improvements in plant operations. He strived to harness the most innovative and appropriate technologies for manufacturing chemicals having complex chemistry with due concern to the environment and safety of all employees and the neighborhood. In the past, he has been on the Board of TML as a Director and Chairman from the year 1992 till 2008. At this juncture, his experience and expertise would be of immense benefit to TML Industries Limited.

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Atul Shroff as an Additional Director effective 10th June, 2022 and he holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose the name of Shri Atul Shroff for appointment as a Director of the Company.

Brief profile of Shri Atul Shroff is given at the end of the explanatory statement to this notice for perusal of the members.

None of the Directors, except Shri Atul Shroff, is concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

Shri Mukesh Patel is a Chemical Engineer with 48 years of experience in Corporate Management. He has been in the Chemical Industry for a very long span. He is on the Board of Companies like Punjab Chemicals and Crop Protection Limited, Banco Products and Shilchar Technologies Limited. His experience and expertise would be of immense benefit to TML Industries Limited.

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Mukesh Patel as an Additional Director effective 10th June, 2022 and he holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose the name of Shri Mukesh Patel for appointment as a Director of the Company. Brief profile of Shri Mukesh Patel is given at the end of the explanatory statement to this notice for perusal of the members.

None of the Directors, except Shri Mukesh Patel, is concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 7 of the Notice for the approval of the Members.

Item No. 8

Shri Maulik Mehta is currently Director and Chief Executive of Infinity Consultants Limited and Co-founder & Director of Skilltelligent Solutions Private Limited. He is also a director on the board of several limited companies. He has an experience of 35 years out of which 6 years were spent in Industry & 29 years in handling national and international consulting assignments. He has successfully worked with SMEs in various sectors and helped them achieve quantum growth in a limited time span ensuring sustainability of growth. Between November 2001 and June 2006 he headed an industrial coatings company, growing the turnover 3 times & profits 5 times. He has been a Special invitee to the Managing Committee of the BMA, a founder member of the Exim Club, Baroda & a member of the IT Forum, Baroda. During 2012-13, he was the Chairman of the Central Gujarat Zonal Council of CII. His experience and expertise would be of immense benefit to TML Industries Limited.

As per the Companies Act, 2013, the Company is required to have two Independent Directors on the Board. Shri L Rajagopalan and Shri Bimal Mehta were the two Independent Directors on the Board of TML. However, due to resignation of Shri Bimal Mehta effective from 10th June, 2022, the Company was required to appoint a new Independent Director. The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Maulik Mehta as an Additional Director designated as an Independent Director effective 10th June, 2022 for a period of 5 years and he holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose the name of Shri Maulik Mehta for appointment as a Director of the Company.

Brief profile of Shri Maulik Mehta is given at the end of the explanatory statement to this notice for perusal of the members.

None of the Directors, except Shri Maulik Mehta, is concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 8 of the Notice for the approval of the Members.

Details required as per Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment or re-appointment at the AGM are provided below:

Particulars	Shri Dipesh Shroff	Shri Ravi Shroff
Age	62 years	44 years
Qualification	Diploma in Civil Engineering; Management Excellence Programme from IIM, Ahmedabad; Owners/President Management Program (OPM) from Harvard Business School, Boston	Chemical Engineer from Mumbai University and a Post Graduate in Chemistry from Boston University, USA
Experience	Industrialist with vast experience in Chemical and Agrochemical Industries and has expertise in the field of business management.	Industrialist with experience in the field of Chemical and Pharma Industry and expertise in the field of strategic management, leadership and business development.
Terms and Conditions of Re-Appointment	Liable to retire by rotation	Liable to retire by rotation
Details of Remuneration	Not Applicable	Not Applicable
Date of first appointment on Board	20 th June, 2007	8 th January, 2015
Shareholding in the Company	46500 equity shares (as on 31.03.2022)	306500 equity shares
Relationship with other Directors, Manager, KMP	None	Son of Mr. Ashwin C. Shroff
Number of Board Meetings attended during the financial year 2021-22	4	3
Other Directorships	<ol style="list-style-type: none"> Transpek Industry Ltd. Excel Industries Ltd. Agrocel Industries Pvt. Ltd. ECCL Investments & Finance Ltd. Pritami Investments Pvt. Ltd. Shrodip Investments Pvt. Ltd. Dipkanti Investments and Financing Pvt. Ltd. Kutch Crop Services Ltd. Shroffs Engineering Pvt. Ltd. Devnidhi Plastics Pvt. Ltd. Vibrant Greentech India Pvt. Ltd. Hyderabad Chemical Products Pvt. Ltd. Neo Seeds India Pvt. Ltd. 	<ol style="list-style-type: none"> Transpek Industry Ltd. Excel Industries Limited Kamaljyot Investments Limited Excel Bio Resources Limited Anshul Specialty Molecules Pvt. Ltd. Brihat Investments Pvt. Ltd. Harijash Investments Pvt. Ltd. Nuevo Telesoft Pvt. Ltd. MobiTrash Recycle Ventures Pvt. Ltd. MicroBiome Research Pvt. Ltd. Anshul Innovative Chemistry Pvt. Ltd. Silox India Pvt. Ltd. (earlier Transpek-Silox Industry Pvt. Ltd.) Chromosome Labs Pvt. Ltd.
Memberships/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> Transpek Industry Ltd. - Member of Audit Committee Excel Industries Ltd. - Chairman of Share Transfer 	<ol style="list-style-type: none"> Transpek Industry Ltd. - Member of Finance & Capex Committee - Member of Risk Management

	Committee 3. Agrocel Industries Pvt. Ltd. - Chairman of CSR Committee	Committee 2. Excel Industries Limited - Member of Stakeholders' Relationship Committee - Member of Audit Committee - Member of Risk Management Committee
Justification for choosing the appointee as Independent Director	N.A.	N.A.

Particulars	Shri Ashwin Shroff	Shri Atul Shroff
Age	77 years	74 years
Qualification	B.Sc.	S.S.C.
Experience	Industrialist with immense experience in Chemical and Bio-tech Industry and expertise in the field of strategic business management and leadership	Industrialist with vast experience in Chemical and Bio-tech Industry and expertise in the field of business management and administration
Terms and Conditions of Appointment	Liable to retire by rotation	Liable to retire by rotation
Details of Remuneration	Not Applicable	Not Applicable
Date of first appointment on Board	10 th June, 2022	10 th June, 2022
Shareholding in the Company	71500 Shares	218150 Shares
Relationship with other Directors, Manager, KMP	Father of Shri Ravi Shroff	None
Number of Board Meetings attended during the financial year 2021-22	N.A.	N.A.
Other Directorships	1. Transpek Industry Ltd. 2. Excel Industries Ltd. 3. Excel Bio Resources Ltd. 4. Developmental & Eco-friendly Enterprises 5. Climacrew Private Ltd. 6. Anshul Specialty Molecules Pvt. Ltd. 7. Mobitrash Recycle Ventures Pvt. Ltd. 8. Kamaljiyot Investments Ltd. 9. Indian Centre For Climate And Societalimpacts Research 10. Global Bhatia Benevolent Foundation 11. Waxam Ltd., Hong Kong	1. Transpek Industry Limited 2. Excel Industries Limited 3. Transchem Agritech Private Limited 4. Madison Investments Private Limited
Memberships/ Chairmanship of Committees of other Boards	None	1. Transpek Industry Ltd. - Chairman of Finance & Capex Committee - Member of Stakeholders Relationship Committee

		- Member of CSR Committee - Member of Nomination & Remuneration Committee
Justification for choosing the appointee as Independent Director	N.A.	N.A.

Particulars	Shri Mukesh Patel	Shri Maulik Mehta
Age	72 years	57 years
Qualification	B.Sc. (Chemistry); B.S. Chemical Engineering	B.Com. ACA, Grad. CWA
Experience	48 years of experience in finance and corporate segment. He was associated with various industry bodies, such as India Chemical Manufacture Association, CHEMXCIL and Indian Association of Materials' Management	A Professional with experience of 35 years, out of which 6 years were spent in Industry & 29 years in handling national and international consulting assignments
Terms and Conditions of Appointment	Liable to retire by rotation	Independent Director not liable to retire by rotation
Details of Remuneration	Not Applicable	Not Applicable
Date of first appointment on Board	10 th June, 2022	10 th June, 2022
Shareholding in the Company	NIL	250 Shares
Relationship with other Directors, Manager, KMP	None	None
Number of Board Meetings attended during the financial year 2021-22	N.A.	N.A.
Other Directorships	1. Punjab Chemicals and Crop Protection Limited 2. Banco Products Limited 3. Shilchar Technologies Limited	1. Tarak Chemicals Limited 2. TMSS Dalfab Engineers Private Limited 3. Suchi Fasteners Private Limited 4. Arcus Resources Private Limited 5. Infinity Consultants Limited 6. Dataval Analytics India Private Limited 7. Newgen Ites Private Limited 8. Skilltelligent Solutions Private Limited 9. Grand Polycoats Company Private Limited 10. Dezai Family Foundation 11. Pargo Interactive Private Limited 12. Tix Ecosystems Private Limited 13. EFarm Exchange Private Limited 14. Yashashchandra Family Foundation
	1. Punjab Chemicals and Crop Protection Limited	None

Memberships/ Chairmanship of Committees of other Boards	<ul style="list-style-type: none"> - Member of Audit Committee - Chairman of Stakeholders' Relationship Committee - Member of Nomination & Remuneration Committee - Chairman of CSR Committee - Member of Risk Assessment Committee - Member of Independent Directors Committee <p>2. Banco Products Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee - Chairman of Stakeholders' Relationship Committee - Member of Nomination & Remuneration Committee <p>3. Shilchar Technologies Limited</p> <ul style="list-style-type: none"> - Chairman of Audit Committee - Chairman of Stakeholders' Relationship Committee 	
Justification for choosing the appointee as Independent Director	N.A.	In the opinion of the Board, Shri Maulik Mehta is having the necessary experience and expertise to act as an Independent Director on Board of the Company. He fulfills the conditions for his appointment as an Independent Director as specified in the Act and is independent of the management.

Registered Office:

B - 601, Alkapuri Arcade,
R C Dutt Road, Vadodara – 390007

Date: 4th August, 2022
Place: Vadodara

**By Order of the Board of Directors
For TML Industries Limited**

Sd/-
Kruti Parekh
Company Secretary
(ACS 25792)