

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 32nd **ANNUAL GENERAL MEETING** of the Members of **TML INDUSTRIES LIMITED** will be held on Tuesday 28th September, 2021, at 11 am 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, 2021 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, 2021 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 financial statements of the Company for the financial year ended March 31, 2021 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, 2021 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 Tushar C. Dayal 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 Tushar C. Dayal (DIN: 01055037), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To consider the appointment of Shri Avtar Singh (DIN No. 00063569) 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 Avtar Singh having DIN 00063569, who was appointed as an Additional Director of the Company with effect from 16th August, 2021 and who holds office up to the date of this 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."

4. To approve related party transaction 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 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for entering into transaction(s) with Transpek-Silox Industry Pvt. Ltd., a related party within the meaning of Section 2(76) of the Act for sale of by-product Sulphur Dioxide (SO₂), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.7.5 Crores (including transactions already entered into) during the financial year 2021-22,

provided that the said transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

5. To approve related party transaction 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 188 (1) of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for renewal of agreement with Transpek Industry Ltd., a related party within the meaning of Section 2(76) of the Act for toll manufacturing of various Acid Chloride products at the Company's manufacturing facility at Karakhadi for a period of 5 (five) years with effect from 1st December, 2021, on the revised terms and conditions more particularly set out in the explanatory statement for Item No. 5 to this Notice of 32nd Annual General Meeting, and the said transactions/arrangements will be at arm's length basis and in the ordinary course of business of the Company, notwithstanding that the value of all transactions/arrangements carried out under the agreement in a financial year taken together may exceed 10% of the annual turnover of the Company as per the latest available audited financial statement of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Members of the Company be and hereby authorize the Board of Directors to modify the terms and conditions of the duly executed Agreement as and when required and deemed necessary for the Company's business, during the term of the agreement, by consent and agreement of both the parties in writing.

RESOLVED FURTHER THAT the Members of the Company be and hereby authorize the Board of Directors to approve the following transactions/arrangements with Transpek Industry Ltd., which are incidental or ancillary to the activities to be carried out under the above said agreement, as and when required during the term of the agreement, at arm's length basis and in the ordinary course of business of the Company, notwithstanding that the value of all the transactions/arrangements in a financial year taken together may exceed 10% of the annual turnover or 10% of the net worth of the Company, as may be applicable, as per the latest available audited financial statement of the Company for the relevant financial year:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind, subject to provisions of Section 180 of the Companies Act, 2013;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;

RESOLVED FURTHER THAT Shri Tushar Dayal and Shri Bimal Mehta, Directors of the Company, be and are hereby authorized to finalize the terms and conditions of renewal of Agreement and sign and execute requisite papers and documents as may be required or necessary and to do and perform all such acts, deeds and things as may be necessary from time to time for giving effect to this resolution."

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

Date: 16th August, 2021
Place: Vadodara

By Order of the Board of Directors
For TML Industries Limited

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 circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (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 3rd Floor, Lilleria 1038, Gotri Sevasi 30 Mts. Road, Vadodara - 390021.
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 2020-21 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 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 get your physical shares converted into dematerialized form.

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 21st September, 2021.

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:

- **If you want to join as guest user (without login)**

Step 1: Download and install Cisco Webex Meetings App in Mobile or Desktop

Step 2: Click on this link: <http://tiny.cc/TMLAGM2021>

Step 3: Click "Open Webex" on the prompt.

Step 4: If the prompt doesn't appear, click "Launch Meeting" instead.

Step 5: Enter your Full Name and Email ID

Step 6: Click on "Join as guest"

Step 7: Click on "Join meeting"

- **If you have created ID and want to join after signing in**

Step 1: Download and install Cisco Webex Meetings App in Mobile or Desktop and sign in

Step 2: Click on this link: <http://tiny.cc/TMLAGM2021>

Step 3: Click "Open Webex" on the prompt.

Step 4: If the prompt doesn't appear, click "Launch Meeting" instead.

Step 5: Click on "Join meeting"

- **If you are not able to join through the link, open the Cisco Webex app in mobile / desktop and enter below details to join the meeting:**

Meeting ID: 2516 581 8762

Passcode: tmlagm2021

- (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 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 Ms. Kruti Parekh on 7227003371 or Mr. Brijen Pathak on 7600029117 or write an email to cs@tmlind.com.

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. 3

Shri Avtar Singh is having a vast experience of 41 years. His expertise in Chemicals, Pharmaceuticals and Agrochemical products will help the Company in developing new products and achieve operational excellence for generating future revenue and growth for the Company. He has held the position as a Whole-time Director of Punjab Chemicals & Crop Protection Limited since the year 1996 and has helped that Company to sustain its presence in the international market by matching the international standard of quality and price competitiveness.

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Avtar Singh as an Additional Director effective 16th August, 2021 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 Avtar Singh for appointment as a Director of the Company.

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

None of the Directors, except Shri Avtar Singh, is concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 3 of the Notice for the approval of the Members.

Item No. 4

The Company is selling its by-product Sulphur Dioxide (SO₂) to Transpek-Silox Industry Pvt. Ltd., a related party within the meaning of Section 2(76) of the Companies Act, 2013. As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014. Approval of the shareholders through ordinary resolution is required if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

The Board had given prior approval for transactions upto Rs. 2 crores for the period of 6 months from 1st April 2021 to 30th September, 2021. Now as per the audited financials for the year 2020-21, the turnover of the Company is Rs. 201,495,784. Looking at the transactions during 1st April 2021 to 31st July, 2021, the transaction value for the whole financial year 2021-22 is likely to cross Rs.20,149,578 which is 10% of the turnover. Thus, the Shareholders' approval is required to be obtained.

Details required to be placed before the members as per Section 188 of the Companies Act, 2013 are as under:

Particulars	Remarks
Name of the Related Party	Transpek-Silox Industry Private Limited
Name of the Director or KMP who is related	Shri L Rajagopalan – Director Shri Ravi Shroff - Director
Nature of Relationship	Shri L Rajagopalan and Shri Ravi Shroff are Directors in Transpek-Silox Industry Pvt. Ltd.
Nature, duration, material terms, monetary value and particulars of the contract or arrangement	Particulars: Sale of by-product - Sulphur Dioxide (SO ₂) by TML Industries Ltd. to Transpek-Silox Industry Pvt. Ltd. Rate: At market rate Period: 1 st April, 2021 to 31 st March, 2022 Approximate amount: Upto an aggregate amount of Rs.7.5 Crores (Including amount of transaction already entered into during FY 2021-22)

Advance paid or received	Nil
Manner of determining the pricing and other commercial terms	The pricing and terms are in line with the prevailing market trends.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant or important for the Members to take a decision on the proposed resolution.	None

None of the Directors, except Shri Ravi Shroff and Shri L Rajagopalan, are concerned or interested as per the provisions of Section 184 of the Companies Act, 2013, in the said Resolution.

The Board of Directors recommend the Resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution for the approval of the Members.

Item No. 5

The Company is doing toll manufacturing for Transpek Industry Ltd. (TIL), a related party within the meaning of Section 2(76) of the Companies Act, 2013. As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders through ordinary resolution is required if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, amounts to 10% or more of the annual turnover or net worth of the Company, as may be applicable, as per the latest audited financial statements of the Company.

The Members had, at the Annual General Meeting of the Company held on 30th September, 2016 and through Postal Ballot on 15th February, 2017 approved the contract/arrangement for toll manufacturing with TIL pursuant to which the Company had entered into a 5-year agreement with TIL for job work in Piludra and Karakhadi plants. The Agreement for Karakhadi plant for toll manufacturing of the various Acid Chloride Products for TIL is valid till 30th November, 2021. Both TIL and TML Industries Ltd. (TML) are desirous of extending the agreement for further 5 years on revised terms and conditions of the existing agreement, more particularly described in the table below.

Further, during the term of the Agreement the Company might need to enter into following transactions which are ancillary or incidental to the activities to be carried out under the Agreement:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind, subject to provisions of Section 180 of the Companies Act, 2013;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;

The total transaction value with TIL during current year and for subsequent years under the proposed renewal might exceed 10% of the annual turnover or 10% of the net worth of the Company, as may be applicable, as per the latest audited financials of the respective years. Hence, it is proposed to obtain Shareholders' approval.

Details required to be placed before the members as per Section 188 of the Companies Act, 2013 are as under:

Particulars	Remarks
Name of the Related Party	Transpek Industry Limited (TIL)
Name of the Director or KMP who is related	Shri Dipesh Shroff – Director Shri Ravi Shroff – Director
Nature of Relationship	<ul style="list-style-type: none"> • Shri Dipesh K. Shroff is one of the Directors in TIL and along with his relatives holds more than 2% of share capital of TIL. • Shri Ravi A. Shroff is one of the Directors in TIL and along with his relatives holds more than 2% of share capital of TIL.

Nature, duration, material terms, monetary value and particulars of the contract or arrangement	<p>1. Renewal of existing agreement (valid till 30th November, 2021) for toll manufacturing of the various Acid Chloride Products for TIL in Karakhadi facility on revised terms and conditions as under:</p> <p>Material Terms of proposed Agreement:</p> <p>1. Manufacturing of Acid Chloride Products for TIL in Karakhadi plant on exclusive basis.</p> <p>2. TML's Processing charges will be Rs.37 per kg which may be revised by the Board, from time to time, based on volume, cost of operations and business scenario.</p> <p>3. Minimum Order Quantity and Minimum Commitment Charges will be mutually decided by TIL and TML.</p> <p>5. Period of Agreement will be 5 years (1st December, 2021 to 30th November 2026).</p> <p>2. The following transactions/arrangements which are incidental or ancillary to the activities to be carried out under the above said agreement may be entered into with Board Approval, as and when required during the term of the agreement:</p> <p>(a) sale, purchase or supply of any goods or materials;</p> <p>(b) selling or otherwise disposing of, or buying, property of any kind, subject to provisions of Section 180 of the Companies Act, 2013;</p> <p>(c) leasing of property of any kind;</p> <p>(d) availing or rendering of any services.</p>
Advance paid or received	Nil
Manner of determining the pricing and other commercial terms	The pricing for toll manufacturing and payment terms are in line with the prevailing market trends and current business scenario.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant or important for the members to take a decision on the proposed resolution.	None

None of the Directors, except Shri Dipesh Shroff, Shri Ravi Shroff and Shri Tushar Dayal, are concerned or interested as per provisions of Section 184 of the Companies Act, 2013, in the said Resolution.

The Board of Directors recommend passing of the resolution as set out at Item no. 5 of this Notice as an Ordinary Resolution.

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 Tushar C. Dayal	Shri Avtar Singh
Age	68 years	62 years
Qualification	Chartered Accountant Certified coach - Leadership That Works by ACTP (Accredited Coach Training Programme, International Coach Federation)	B.Sc from Panjab University, Chandigarh
Experience	Mr. Tushar C. Dayal has provided his services as the Managing Director of the Company since the Company started its commercial activities in the year 1993 till 2016. Under his leadership and direction, the Company had achieved considerable growth. He possesses more than 40 years of experience and expertise in the areas of accounting, audit, finance, taxation and corporate laws with special expertise in business development, acquisitions and strategic alliances.	Shri Avtar Singh started his career with Gharda Chemicals (P) Ltd., Mumbai as Junior Chemist. He started working in Punjab Chemicals & Crop Protection Limited in the year 1981 at the operational level and handled plants in various capacities. Keeping in view his technical expertise, dedication and knowledge of the Company's products, innovative ideas, starting of new products in the Company, the Board of Directors of Punjab Chemicals & Crop Protection Limited elevated him to the post of Additional Director and Whole Time Director of the Company in 1996. He has 41 years of expertise and experience in Chemicals, Pharmaceuticals and Agrochemical products. Presently he is in charge of operations of Agro Chemicals and Specialty Chemicals Division of Punjab Chemicals & Crop Protection Limited situated at Derabassi and Lalru, District Mohali, Punjab. He started many products and improved raw material efficiency and reduced cost of production of the existing products. His knowledge and experience in chemistry and interest in Quality Control, has helped the Company to sustain its presence in the International market by matching the international standard of quality and price competitiveness.
Terms and Conditions of Re-Appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Details of Remuneration	Rs. 3 Lakhs per month consultancy fee as Corporate Advisor	None
Date of first appointment on Board	16-07-1992	16-08-2021
Shareholding in the Company	7700 equity shares	NIL
Relationship with other Directors, Manager, KMP	None	None

Number of Board Meetings attended during the financial year 2020-21	4 (four)	NA
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Shroffs Engineering Pvt. Ltd. - Director 2. Pratipal Investments Pvt. Ltd. - Director 3. Aatapi Seva Foundation - Director 4. Jyoti Limited - Director 5. TML Industries Ltd. - Director - Share Transfer Committee (Member) 6. Oasis Agritech Ltd. - Director 7. Hunnar Shaala Foundation For Building Technology and Innovations - Director - Audit Committee (Member) 	<ol style="list-style-type: none"> 1. Punjab Chemicals & Crop Protection Limited - Director - Stakeholders' Relationship Committee (Member) - Risk Assessment Committee (Member) 2. Saurav Chemicals Limited - Independent Director - Audit Committee (Member) - CSR Committee (Member) - Nomination and Remuneration Committee (Member) - Independent Director Committee (Member) 3. SD AG Chem (Europe N.V.) - Director
Justification for choosing the appointee as Independent Director	N.A.	N.A.

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

Date: 16th August, 2021
Place: Vadodara

By Order of the Board of Directors
For TML Industries Limited

Kruti Parekh
Company Secretary
(ACS 25792)