



## NOTICE TO THE MEMBERS

**NOTICE IS HEREBY GIVEN THAT** the 35<sup>th</sup> ANNUAL GENERAL MEETING of the Members of **TML INDUSTRIES LIMITED** will be held on Saturday, 28<sup>th</sup> September, 2024, at 11:00 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 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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 Atul Shroff** (DIN: 00019645) 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 Atul Shroff (DIN: 00019645), 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 Ashwin Shroff** (DIN: 00019952) 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 Ashwin Shroff (DIN: 00019952), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### **SPECIAL BUSINESS:**

4. To ratify the remuneration of the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2025 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company be and hereby ratify the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses at actual to be paid to M/s Y. S. Thakar & Co., Practicing Cost Accountants (Firm Registration Number: 000318) who have been appointed by the Board as the Cost Auditors of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of Company be and is hereby authorized to do all such



acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**Registered Office:**

1006/3, Goship House,  
Opp. Shree Pragati Vidhyalaya,  
Bhayli Station Road,  
Bhayli, Vadodara - 391410

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

**Janki Dave**  
Company Secretary  
(ACS : 51289)

Date: 19<sup>th</sup> July, 2024

Place: Vadodara

**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 05<sup>th</sup> May, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated 25<sup>th</sup> September, 2023, (‘MCA Circulars’) has permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company at 1006/3, Goship House, Opp. Shree Pragati Vidhyalaya, Bhayli Station Road, Bhayli, Vadodara - 391410.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. 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 case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company, as of the cut-off date, 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 - 2 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
6. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the Integrated Annual Report for FY 2023-24, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, 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](http://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](mailto:cs@tmlind.com).
  - b) Members holding shares in dematerialized mode are requested to register / update their e-mail addresses, bank details and mobile number with the relevant Depository Participant(s).



8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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](mailto: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. 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](http://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 21<sup>st</sup> September, 2024.
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/83393806012?pwd=488579>  
  
**Or**  
**Open Zoom App and enter these details:**  
  
**Meeting ID : 833 9380 6012**  
**Passcode : 488579**  
  
**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. Janki Dave 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. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2025 as per the following details:

Name of the Cost Auditor	Type Of Industry	Audit Fees
Y. S. Thakar and Co. Cost Accountants Firm Regn. No. 000318	Organic & Inorganic Chemicals	Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses at actual

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the Shareholders is sought by passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2025.

None of the Directors, their relatives, Key Managerial Personnel of the Company or their respective relatives is in any way interested or concerned in this Resolution.

The Board recommends the Resolution as set out at Item No. 4 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 re-appointment at the AGM are provided below:

Particulars	Shri Ashwin Shroff	Shri Atul Shroff
Age	79 years	76 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 Re-Appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Details of Remuneration	Not Applicable	Not Applicable
Date of first appointment on Board	10th June, 2022	10th June, 2022
Shareholding in the Company	71500	228150
Relationship with other Directors, Manager, KMP	Father of Shri Ravi Shroff	None
Number of Board Meetings attended during the financial year 2023-24	5(Five)	5(Five)
Other Directorships	<ol style="list-style-type: none"><li>1. Transpek Industry Ltd.</li><li>2. Excel Industries Ltd.</li><li>3. Excel Bio Resources Ltd.</li><li>4. Developmental &amp; Eco-friendly Enterprises</li><li>5. Climacrew Private Ltd.</li><li>6. Anshul Specialty Molecules Pvt. Ltd.</li><li>7. Mobitrash Recycle Ventures Pvt. Ltd.</li><li>8. Kamaljyot Investments Ltd.</li><li>9. Indian Centre for Climate and Societalimpacts Research</li><li>10.Global Bhatia Benevolent Foundation</li></ol>	<ol style="list-style-type: none"><li>1. Transpek Industry Limited</li><li>2. Excel Industries Limited</li><li>3. Transchem Agritech Private Limited</li><li>4. Madison Investments Private Limited</li></ol>
Memberships / Chairmanship of Committees of other Boards	<ol style="list-style-type: none"><li>1. Excel Industries Limited - Chairman of Corporate Social Responsibility Committee</li></ol>	<ol style="list-style-type: none"><li>1. Transpek Industry Limited - Chairman of Finance &amp; Capex Committee</li><li>- Member of Stakeholders Relationship Committee</li><li>- Member of Corporate Social Responsibility Committee</li><li>- Member of Nomination &amp; Remuneration Committee</li></ol>
Justification for choosing the appointee as Independent Director	N.A.	N.A.

**Registered Office:**

1006/3, Goship House, Opp. Shree Pragati  
Vidhyalaya, Bhayli Station Road,  
Bhayli, Vadodara – 391410

Date: 19th July, 2024  
Place: Vadodara

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

Janki Dave  
Company Secretary  
(ACS 51289)