



NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 37th **ANNUAL GENERAL MEETING** of the Members of **TML INDUSTRIES LIMITED** will be held on Tuesday, 29th September, 2026, 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 31st March, 2026 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 31st March, 2026 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 an **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 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 31st March, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a Director in place of **Shri Ashwin C. Shroff** (DIN: 00019952), who retires by rotation and being eligible, offers himself for re-appointment and for that purpose to consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, Shri Ashwin C. Shroff (DIN: 00019952), a Director of the Company, retiring by rotation at this Annual General Meeting and being eligible, who offers himself for re-appointment, pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Independent Non-Executive Director of the Company; liable to retire by rotation."

3. To appoint a Director in place of **Shri Mukesh D. Patel** (DIN: 00009605), who retires by rotation and being eligible, offers himself for re-appointment and for that purpose to consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, Shri Mukesh D. Patel (DIN: 00009605), a Director of the Company, retiring by rotation at this Annual General Meeting and being eligible, who offers himself for re-appointment, pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Independent Non-Executive Director of the Company; liable to retire by rotation."

SPECIAL BUSINESS:

4. To consider the appointment of **Shri Hemant B. Shah** (DIN: 11645209) 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 Hemant B. Shah (DIN: 11645209), who was appointed as an Additional Director of the Company with effect from 7th April, 2026 and who holds office up to the date of this 37th 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."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally 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.”

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2027 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 2026-27.

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 K.Dave
Company Secretary
(ACS: 51289)

Date: 1st September 2026

Place: Vadodara

NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 9/2024 dated 19th September, 2024, and subsequent circulars issued in this regard, the latest being 3/2025 dated 22nd September, 2025, (‘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 2025-26, 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.
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, 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. 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 MUFG Intime India Private Limited (earlier known as 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 22nd September, 2026.
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/register/ht6uPLfUQzquAq_DfQyb7A

Or

Open Zoom App and enter these details:

Meeting ID: 834 7190 9366

Passcode: 010 887



- 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

Shri Hemant B. Shah was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th April, 2026. Pursuant to Section 152 of the Companies Act, 2013, his appointment as a Director is required to be approved by the Members at a General Meeting. Accordingly, the approval of the Members is sought by way of an Ordinary Resolution.

The Company has received the requisite consent in Form DIR-2 from Shri Hemant B. Shah to act as a Director of the Company and a declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013. Further, a notice under Section 160(1) of the Act has been received from a Member proposing his candidature for appointment as a Director.

Shri Hemant B. Shah, is presently serving as Senior General Manager – operation at Transpek Industry Limited and has over 28 years of experience in the Chemical Industry. His areas of expertise include production, utilities, project development, engineering services, research & development and business development.

Considering his extensive experience and technical expertise in Chemical Industry, the Board is of the opinion that his appointment would be beneficial to the Company.



Brief profile of Shri Hemant B. Shah is as under for the perusal of the members.

Particulars	Shri Hemant B. Shah
Age	52 Years
Qualification	B.E. (Chemical) and an MBA in Energy Management
Experience	He is presently serving as Senior General Manager – Operations at Transpek Industry Limited and has over 28 years of experience in the chemical industry. His areas of expertise include Production, Utilities, New Project Development, Water Chemistry, New Business Development, R&D, Engineering Services, and Training & Development. He has international exposure through visits to the USA, China, Singapore, and Japan, including participation in a prestigious training programme in Japan on Japanese Management practices under a Government of India initiative.
Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation
Details of Remuneration	Not Applicable
Date of first appointment on Board	7 th April, 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager, KMP	None
Number of Board Meetings attended during the financial year 2025-26	Not Applicable
Other Directorships	None
Memberships/Chairmanship of Committees of other Boards	None
Justification for choosing the appointee as Independent Director	Not Applicable

Except Shri Hemant B. Shah, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5:

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 31st March, 2027 as per the following details:



Name of the Cost Auditor	Type Of Industry	Audit Fees
Y. S. Thakar and Co. Cost Accountants Firm Registration 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2027.

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. 5 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 Ashwin C. Shroff	Shri Mukesh D. Patel
Age	81 years	76 years
Qualification	B.Sc.	B.Sc. (Chemistry); B.S. Chemical Engineering
Experience	Industrialist with immense experience in Chemical and Bio-tech Industry and expertise in the field of strategic business management and leadership.	52 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
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	10 th June, 2022	10 th June, 2022
Shareholding in the Company	96500	NIL
Relationship with other Directors, Manager, KMP	None	None
Number of Board Meetings attended during the financial year 2025-26	4 (Four)	5 (Five)



Other Directorships	1. Transpek Industry Ltd. 2. Excel Industries Ltd. 3. Excel Bio Resources Ltd. 4. Developmental & Eco-friendly Enterprises 5. Anshul Specialty Molecules Pvt. Ltd. 6. Mobitrash Recycle Ventures Pvt. Ltd. 7. Kamaljiyot Investments Ltd. 8. Indian Centre For Climate And Societalimpacts Research 9. Global Bhatia Benevolent Foundation	1. Punjab Chemicals and Crop Protection Limited
Memberships/Chairmanship of Committees of other Boards	1. Excel Industries Limited - Chairman of Corporate Social Responsibility Committee	1. Punjab Chemicals and Crop Protection Limited - Chairman of Audit Committee - Chairman of Shareholder's and Investors Grievance Committee - Member of Corporate Social Responsibility Committee - Member of Nomination and Remuneration Committee
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: 1st September 2026

Place: Vadodara

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

Janki K. Dave

Company Secretary
(ACS: 51289)