



20th August, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
Scrip Code - 506808

Dear Sir/Madam,

Sub: Notice of 51st Annual General Meeting of the Company

Ref: Reg.30 of SEBI (LODR) Regulations, 2015

This is to inform you that the 51st Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, the 12th day of September, 2024 at 3.00 PM. IST through two-way Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The notice of the 51st Annual General Meeting along with e-voting instructions is enclosed. The Annual Report along with the notice of AGM has been dispatched to all the eligible shareholders through e-mail on 20-08-2024.

The Register of Members & Share Transfer books of the Company shall remain closed from Friday, 06th day of September 2024 to Thursday, 12th day of September 2024 (both days inclusive) for the purpose of 51st Annual General Meeting of the Company for the financial year ended 31st March, 2024.

Kindly request you to take it on records.

Thanking you,

Yours faithfully,

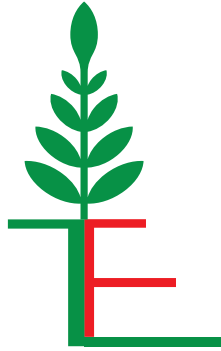
For Tuticorin Alkali Chemicals and Fertilizers Limited,

CHATHAPURAM
SADASIVAN
VIJAYALAKSHMI
Digitally signed by
CHATHAPURAM
SADASIVAN
VIJAYALAKSHMI
Date: 2024.08.20 22:38:02
+05'30'

C S Vijayalakshmi
Company Secretary

Tuticorin Alkali Chemicals and Fertilizers Limited

88 Mount Road Guindy Chennai 600 032 India Tel +91 44 22352513 Fax +91 44 22352163
CIN: L24119TN1971PLC006083 Email · info@tacfert.com Website: www.tacfert.in



Tuticorin Alkali Chemicals and Fertilizers Limited

**2023 - 24
Annual Report**



NOTICE

NOTICE is hereby given that the 51st Annual General Meeting of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED will be held on Thursday, the 12th September, 2024 at 3.00 P.M. IST through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March, 2024 by passing the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Financial Statements of the Company for the year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mrs. Devaki Ashwin Muthiah (DIN: 10073541), who retires by rotation and being eligible, offers herself for re-appointment, by passing the following as a Special Resolution.***

"RESOLVED THAT pursuant section 152 and other applicable provisions, if any of the Companies Act, 2013, Mrs. Devaki Ashwin Muthiah (DIN: 10073541), Director who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass with or without modification the following as an Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with Schedule V and relevant rules made thereunder and subject to such other approvals as may be required, consent of the shareholders be and is hereby accorded for increase of managerial remuneration payable to Mr.E.Rajeshkumar (DIN: 10207780), Whole-Time Director of the Company with effect from 01st June 2024 as per details given below:

I. SALARY

Remuneration : In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Whole time Director shall be paid the remuneration as detailed below:

Amount (Rs.Per Annum)

- a. Basic Salary, Allowances and Perquisites : 47,31,960
- b. Performance pay : 9,75,000
- c. Contribution to Provident, NPS and gratuity : 7,93,044

- d. In addition to the above, reimbursement of actual entertainment and travelling expenses incurred by the incumbent in connection with Company's business and shall not be treated as perquisites or benefits;
- e. Leave eligibility and encashment of leave shall be as per the Service Rules of the Company

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration from time to time, in such manner so as not to exceed the limits specified under Schedule V of Act or any amendments thereto.

FURTHER RESOLVED THAT in the event of any inadequacy or absence of profits during the duration of the tenure of appointment of the above Whole Time Director, the above remuneration shall be the minimum remuneration and the same shall be subject to the provisions of applicable laws and such other statutory approvals as may be required under the relevant laws.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be expedient or desirable and also to do all such acts, deeds, things as may be considered necessary for giving effect to this resolution.

4. **To consider and, if thought fit, to pass with or without modification the following as an Ordinary Resolution:**

"RESOLVED THAT Pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014, B Y & Associates, Cost Accountants (Registration No.003498) be and are hereby appointed as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the Company pertaining to Chemicals and Fertilizers of the Company for financial year ending 31st March, 2025 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand only) plus GST & reimbursement of out-of-pocket expenses be and is hereby approved and ratified."

5. **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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mr. Govindarajan Dattatreyaan Sharma (DIN: 08060285) who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the



Company, to hold office for 5 (five) consecutive years not liable to retire by rotation to hold office for a term of 5 (five) consecutive years commencing from 14th August, 2024 to 13th August, 2029 (both days inclusive).”

6. 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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mrs. Sashikala Srikanth (DIN: 01678374) who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years not liable to retire by rotation to hold office for a term of 5 (five) consecutive years commencing from 14th August, 2024 to 13th August, 2029 (both days inclusive).”

7. 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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mr. Thanjavur Kanakaraj Arun (DIN: 01263427) who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years not liable to retire by rotation to hold office for a term of 5 (five) consecutive years commencing from 14th August, 2024 to 13th August, 2029 (both days inclusive).”

8. 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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the

time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mr. Ashwin C Muthiah (DIN: 00255679) who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation.

9. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) by the Company as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, for a period commencing from the Fifty First Annual General Meeting upto the date of Fifty Second Annual General Meeting of the Company to be held in the year 2025 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm’s length basis.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”



10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 and any 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), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and/or give loan(s) or guarantee(s)/ provide any security(ies) in connection with loan(s) made to and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto an aggregate amount not exceeding Rs.400 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company and company secretary be and is hereby are severally authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

Registered Office:

"SPIC House",
88, Mount Road, Guindy,
Chennai - 600 032.

06th August, 2024

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, consent of the members be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for borrowing from time to time, any sum or sums of money, in any manner, from any person, persons, bodies corporate, Banks, institutions, associations, firms, or any other entities, whether incorporated or not, and whether in India or abroad, and if necessary, for securing the same by issue of any bonds, debentures or any other securities founded or based upon immovable and/or movable properties and assets of the Company or in any other manner, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 400 crores.

FURTHER RESOLVED THAT the Board of Directors of the Company and company secretary be and is hereby are severally authorised to finalise with Bankers the documents for creating the aforesaid mortgage and to do all such acts and things as may be necessary for giving effect to the above resolution.

By Order of the Board
For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED

C.S.VIJAYALAKSHMI
COMPANY SECRETARY

NOTES

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting (the "AGM" or "Meeting"), is annexed hereto.
- b. In view of the Ministry's of Corporate Affairs communication vide General circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 10/ 2022 dated 28.12.2022 read with General circular 09/2023 dated 25.09.2023 permitted the holding of the Annual General Meeting ("AGM") through VC / OVAM, without the physical presence of the members at the common venue, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Hence, the AGM of the Company is being held through VC / OVAM. The deemed venue of the meeting will be the place from where the Chairman of the Board conducts the meeting.
- c. Since this AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, as permitted under the MCA circulars, 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 to this Notice.
- d. Corporate members intending to attend the AGM through their authorized representative in the VC / OAVM are requested to send a certified copy of the Board Resolution to the Scrutinizer by mail through its registered email address.



- e. The register of members and share transfer books of the Company will remain closed from 06th September, 2024 to 12th September, 2024 (both days inclusive).
- f. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
- g. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- h. In compliance with the aforesaid MCA Circulars and Listing Regulations, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.tacfert.com, websites of the Stock Exchange i.e. BSE Ltd. www.bseindia.com and on the website of CDSL. Members attending through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at info@tacfert.com.
- In compliance with Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has provided the facility to the members to exercise their vote electronically. Instructions for e-voting are annexed to the Notice.
- i. This Notice is emailed to Members, whose names appear in the Register of members as on Monday, 12th of August, 2024.
- The "cut-off date" for determining the eligibility for voting either through electronic voting is fixed as on Thursday, 05th of September, 2024.
- The e-voting period will commence at 9.00 a.m. on Monday, 09th September, 2024 and will end at 5.00p.m. on Wednesday, 11th September, 2024.
- j. M/s. KRA & Associates, Practicing Company Secretaries, represented by Ms. Aishwarya N (having Membership No. A51960) is appointed as the Scrutinizer to scrutinize the e-voting process at the AGM in a fair and transparent manner.
- k. At the AGM, at the end of the discussion, the Chairman shall, with the assistance of the Scrutinizer, obtain the votes cast electronically using the remote e-voting system, both prior to meeting and during the meeting.
- l. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in Favor or against, not later than forty-eight hours after the conclusion of AGM to the Chairman of the

- Company. The Chairman or any other person authorized by him, shall declare the results of voting forthwith.
- m. The result along with the Scrutinizer's report will be placed on the Company's website and on the website of CDSL after the result is declared by the Chairman/ any other person authorized by him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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/EGM. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the



AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.tacfert.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins at 9.00AM, Monday on 09th September, 2024 and ends at 5.00PM, Wednesday on 11th September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>



	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Tuticorin Alkali Chemicals and Fertilizers Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the

system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@tafcert.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot 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.



7. 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 atleast 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at info@taf fert.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@taf fert.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 investor@cameoindia.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

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

Item No.2:**Brief Profile of Ms. Devaki Ashwin Muthiah**

Devaki is the first of the fourth generation of the founder's family. She holds a Masters of Arts in Business Management from the University of Edinburgh. Till recently, served as a Senior Analyst at an Independent Investment Management Firm in London providing investment advisory services. Currently serving on the Board of AM International Holdings Private Limited, Penn Globe Limited and Notedome Limited.

As part of joining the group, aims to drive strategic growth plans across Singapore, India and the UK to accelerate its future-readiness. Will work alongside the professional leadership team to grow the global footprint of various group businesses. She is committed towards the organisation's goal of attracting, developing, engaging, and retaining the best talent. She also hopes to guide operative companies to become world-class entities imbuing the values of resilience and prudence.

Ms. Devaki Ashwin Muthiah has been the director of the company since 24th May, 2023. She does not hold any shares and is not related to any of the Director except Mr. Ashwin C Muthiah, Additional Director of the Company.

She is also director of the Southern Petrochemical Industries Corporation Limited (SPIC) and Manali Petrochemicals Limited.

Item No.3

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. General Information:			
(1).	Nature of industry	The Company is primarily engaged in the manufacture and sale of Ammonium Chloride Fertilizer and other grades , Soda Ash, both Light & Dense, and Sodium Bicarbonate	
(2).	Date or expected date of commencement of commercial production	The Commercial production of Ammonium Chloride and Soda Ash, the main products of the Company, commenced on 1 st November, 1982.	
(3).	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4).	Financial performance based on given indicators	Rupees in Crores	
		F.Year	Revenue from Operation
		2020-21	67.91
		2021-22	180.56
		2022-23	515.09
			Profit /(loss) after Tax
			(58.00)
			(33.97)
			101.18
(5).	Export performance and net foreign Exchange collaborations.	Export sales during the year 2023-24 was NIL	
(6).	Foreign investments or collaborators, if any.	Nil	
II. Information about the appointee:			
	Name of the Directors	Mr. E Rajeshkumar	
(1).	Background details.	Mr. E Rajeshkumar aged about 49 years, is an Engineer graduate specialised in Chemical Engineering. He has an overall experience of 28 Years. He has both operational and technical services background.	
(2).	Past remuneration.	Rs. 36.01 Lakhs per annum FY 23-24.	
(3).	Recognition or awards.	None	



(4).	Job profile and his suitability.	The Whole Time Director is responsible for the operations of the Company and he has vast experience in the field of Operation and technical services.
(5).	Remuneration proposed.	As per terms.
(6).	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The prevalent levels of remuneration in manufacturing industries, in general and the chemical/fertilizer industry, in particular, are higher. Taking into account the turnover of the Company, the academic background, qualifications and experience of Mr. E Rajeshkumar, his vital role at the present juncture is very much needed and his present remuneration and comparable remuneration levels in the Industry, the proposed remuneration to Mr. E Rajeshkumar is reasonable
(7).	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any	Nil
III. Other information:		
(1).	Reasons of loss or inadequate profits	Not Applicable
(2).	Steps taken or proposed to be taken for improvement	The plant have showed an improved performance during the FY 2023-24. The expansion of the capacity of the plant is also under progress.
(3).	Expected increase in productivity and profits in measurable terms.	The capacity utilization of the plant has improved considerably in the current financial year except during the plant shutdown due to floods during the year. The turnover has improved and the Company have registered profits in all the four quarters for the year.
IV. Disclosures – Provided under head Corporate Governance in Board of Directors’ report		
	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Directorships in the following companies: Nil Committee memberships: Nil
	Shareholding	Nil

Disclosure of Interest:

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval of the members by way of a Special Resolution.

Item No: 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor Mr. Yogesh K Chandak (Membership Number: 46689) of B&Y Associates, Teynampet, Chennai to conduct Audit of the Cost Records of the Company relating to Chemical (Soda Ash) and Fertilizer (Ammonium Chloride) for the Financial Year ended 31st March, 2025 on a remuneration of Rs.90,000/- plus applicable taxes and reimbursement of out-of-pocket expenses. .

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 B&Y Associates, Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No 4 of the Notice for ratification of the remuneration payable to the said Cost Auditor for the Financial Year ended 31st March, 2025.

Disclosure of Interest

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



Details of the Directors seeking appointment/re-appointment [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Item nos: 5 to 7

Name of the Director	Mr. G D Sharma (Independent Director)	Mr. Sashikala Srikant (Independent Director)	Mr.K.T.Arun (Independent Director)
Age (in years)	70 years	67 years	64 years
Nationality	Indian	Indian	Indian
Date of Appointment	06 th August 2024	06 th August 2024	06 th August 2024
Qualification	Mr. G.D. Sharma is a Post Graduate in Personnel Management & Industrial Relations from Tata Institute of Social Sciences, is a Senior HR Professional with over 40 years of experience across industry verticals.	Sashikala Srikant is a graduate in Economics, is also a Chartered Accountant. At present, she provides consultancy services to various corporates. She also has over 37 years of experience	Mr. T K Arun is a graduate in Commerce from University of Madras and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. He also has over 35 years of experience
Brief resume of the Director			
Nature of expertise in specific functional areas			
Terms and conditions of Appointment			
Details of Remuneration	NA	NA	NA
Remuneration last drawn	NA	NA	NA
Number of Equity Shares held in the Company: By self As a Beneficial Owner of	NIL	NIL	NIL
Number of Board Meetings attended during the Financial Year 2023-24	NIL	NIL	NIL
Directorships held in other Companies*	<ul style="list-style-type: none"> • Tamilnadu Petroproducts Limited • Manali Petrochemicals Limited • Mercantile ventures Limited 	<ul style="list-style-type: none"> • Tamilnadu Petroproducts Limited • Manali Petrochemicals Limited • Mercantile ventures Limited • Sicagen india limited 	<ul style="list-style-type: none"> • Southern Petrochemicals Industries Corporation Limited • Manali Petrochemicals Limited
Chairmanships of Committees in other Companies**	<ul style="list-style-type: none"> • Tamilnadu Petroproducts Limited <ul style="list-style-type: none"> ❖ Nomination & Remuneration committee • Manali Petrochemicals Limited <ul style="list-style-type: none"> ❖ Nomination & Remuneration committee 	<ul style="list-style-type: none"> • Southern Petrochemicals Industries Corporation Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Corporate Social Responsibility Committee • Tamilnadu Petroproducts Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Corporate Social Responsibility Committee ❖ Risk Management committee • Manali Petrochemicals Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Risk Management committee ❖ Corporate Social Responsibility Committee • Sicagen india limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Manali Petrochemicals Limited <ul style="list-style-type: none"> ❖ Stakeholders relationship committee



Memberships of Committees in other Companies*	<ul style="list-style-type: none"> • Mercantile ventures Limited <ul style="list-style-type: none"> ❖ Nomination & Remuneration committee • Manali Petrochemicals Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Stakeholders relationship committee ❖ Nomination & Remuneration committee ❖ Corporate Social Responsibility Committee • Tamilnadu Petroproducts Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Stakeholders relationship committee ❖ Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Mercantile ventures Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Stakeholders relationship committee ❖ Nomination & Remuneration committee 	<ul style="list-style-type: none"> • Manali Petrochemicals Limited <ul style="list-style-type: none"> ❖ Risk Management committee • Southern Petrochemicals Industries Corporation Limited <ul style="list-style-type: none"> ❖ Audit Committee ❖ Stakeholders relationship committee ❖ Nomination & Remuneration committee ❖ Risk Management committee
Relationships between Directors of the Company inter-se	Mr. G.D. Sharma is not related to any Directors and other Key Managerial Personnel of the Company	Ms.Sashikala Srikanth is not related to any Directors and other Key Managerial Personnel of the Company.	Mr.T.K Arun is not related to any Directors and other Key Managerial Personnel of the Company.

Item No.8

Details of the Directors seeking appointment/re-appointment [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Name of the Director	Mr. Ashwin C Muthiah (Non-Executive Non Independent Director)
Age (in years)	58 years
Nationality	Singaporean
Date of first Appointment on the Board	06 th August 2024
Qualification	Mr. Ashwin C Muthiah is the Founder Chairman of AM Group of Companies, Singapore which has interests across the globe in fertilizers, petrochemicals, distribution, infrastructure, healthcare and green energy. He is a commerce graduate from Loyola College, Chennai. After completing his post-graduation in management studies in the US, he joined the Group in India.
Brief resume of the Director	Mr. Ashwin, a third-generation business leader, has led the group since 2001; he initiated the strategic re-orientation of various business units to transform them into future-ready and sustainable entities in the new global economic environment. Today, the US\$ 2 billion Group's ventures span diverse, traditional and new-age businesses across India, Southeast Asia and the UK. Besides steering the Group as Chairman, Mr. Ashwin also heads the Boards of the various group companies.
Nature of expertise in specific functional areas	
Terms and conditions of Appointment	
Remuneration last drawn	NA
Number of Equity Shares held in the Company: By self As a Beneficial Owner of	No shares are held in his Individual capacity. As a Beneficial owner he owns 46.61% of shares in the company
Number of Board Meetings attended during the Financial Year 2023-24	Nil
Directorships held in other Companies*	<ul style="list-style-type: none"> • Southern Petrochemicals Industries Corporation Limited • Manali Petrochemicals Limited • Sicagen India Limited • Tamilnadu Petroproducts Limited



Chairmanships of Committees in other Companies**	NIL
Memberships of Committees in other Companies*	NIL
Disclosure of relationships between directors interse and with other Key Managerial Personnel of the company	Except the appointee himself and Ms. Devaki Ashwin Muthiah none of the directors and other Key Managerial Personnel of the Company are not related.

Item No.9

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the shareholders is required for Related Party Transactions exceeding the threshold of lower of Rs.1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The approval is required even if the transactions are in the ordinary course of business and at an arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party mentioned below, may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e. 10% (ten per cent) of the annual turnover of the Company being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual turnover of the Company as per the last audited financial statements of the Company.

The Company is undertaking such transactions of similar nature with related parties in the ordinary course of business and on arm's length after obtaining requisite approvals, including from the Audit Committee of the Company.

The maximum annual value of the proposed transactions with the related parties is estimated based on the Company's current transactions with them and future business projections.

Considering the quantum of transactions, approval of the Members is sought pursuant to Regulation 23 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated 11th July, 2023 for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with the SEBI Master Circular.

S. No. - I	Name of the Related Party	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	Monetary Value
1.	GREENSTAR FERTILIZERS LIMITED	Promoter	Not exceeding Rs. 483 crores
2.	Type, Nature, material terms and particulars of the contract or arrangements		Monetary Value Rs. in crores
	a) Purchase / Sale of any goods and material including Ammonium chloride (ACL) Industrial Grade bulk, ACL Industrial Grade, ACL Fertilizer Grade, Ammonia, Gypsum, Soda Ash, and spares;		480.00
	b) Providing fund based and non-fund-based support including equity/ debt/ Inter-corporate deposits in connection with loans provided and Interest, commission and other related income / expenses;		NA
	c) Ammonia Storage Servies, manpower support services, Medical services to staffs and allied transactions.		3.00
3.	Any advance paid or received for the contract or arrangement, if any		Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid/ received in the ordinary course of business
4.	Justification for why the proposed transaction is in the interest of the Company and Rationale for the monetary limit to Rs. 483 crores		
	The Company uses the wide marketing network of Greenstar fertilizer limited(GSF Ltd) for marketing the product Ammonium Chloride which in turn reduces the cost of establishment/infrastructure and selling expenses. The imported Ammonia must be stored in a refrigerated condition in the exclusive storage facility which is provided by GSF Ltd. So, the company uses the facility for storage of Ammonia. The company also uses the common facilitations provided by GSF Ltd to the employees like Medical facilities, Club etc..		



5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	NA
6.	Details of the Valuation Report or other external party report (if any)	NA
7.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The sale/purchase and other transaction with GSF Ltd would exceed 10% of the audited turnover of the Company (10% of Rs. 320.35 crores i.e. 32.03 crores). The transaction is therefore considered material.

S. No.	Name of the Related Party	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	Monetary Value
1	SOUTHERN PETROCHEMICALS INDUSTRIES CORPORATION LIMITED	Promoter	Not exceeding Rs. 101 crores
2.	Type, Nature, material terms and particulars of the contract or arrangements		Monetary Value Rs. in crores
	a) Purchase / Sale of any goods and material including Soda Ash, Co2, SWRO processed Water, Ammonia, material, stores & spares;		95.00
	b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits in connection with loans provided and Interest, commission and other related income / expenses;		NA
	c) Ammonia pumping Services, information technology services, receipt of royalty , manpower support services, staff welfare recovery, facilitation for accommodation in guest house and food and allied transactions		6.00
3.	Any advance paid or received for the contract or arrangement, if any		Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid/ received in the ordinary course of business
4.	Justification for why the proposed transaction is in the interest of the Company and Rationale of monetary limit to Rs.101 crores		
	Due to non-availability of import ammonia we purchase from the nearest available sources in order to have the continuity in production. We have the SWRO facility and excess water over the self-consumption is sold to the SPIC Ltd through pipeline facilities. The company also uses the common facilitations provided by SPIC Ltd to the employees like Guest house, Canteen facilities etc..		
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		NA
6.	Details of the Valuation Report or other external party report (if any)		NA
7.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction		The sale/purchase and other transaction with SPIC Ltd would exceed 10% of the audited turnover of the Company (10% of Rs. 320.35 crores i.e. 32.03 crores). The transaction is therefore considered material.



S. No. III	Name of the Related Party	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	Monetary Value
1	AMI HOLDINGS PRIVATE LIMITED (AMIH P Ltd)	Promoter	Not exceeding Rs. 100 crores
2.	Type, Nature, material terms and particulars of the contract or arrangements		Monetary Value Rs. in crores
	a) Providing of Letter of Comfort / Undertaking and other fund based and non-fund based support including debt Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;		100.00
3.	Any advance paid or received for the contract or arrangement, if any		NA
4.	<p>Justification for why the proposed transaction is in the interest of the Company and Rationale for revision of monetary limit to Rs. 100 crores</p> <p>The Company has been looking for financial support from Banks and Financial Institutions to fund the Expansion Project. The terms of the Offer from YES Bank, considered reasonable, the Company decided to approach AMIH P Ltd to provide an Undertaking / Letter of Comfort for 80 crores. In this regard it may be noted that any other third party may not be willing to give Undertaking / Letter of Comfort unless they are satisfied with TFL's financial position. Also, the Lender should also be satisfied with the creditworthiness of the third party. No fee is payable by the Company for the Undertaking / Letter of Comfort to be provided by AMIH P Ltd. The transaction is on an arm's length basis and in the ordinary course of business.</p>		
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		NA
6.	Details of the Valuation Report or other external party report (if any)		NA
7.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction		The commitment of AMIH P Ltd as per the Undertaking / Letter of Comfort would exceed 10% of the audited turnover of the Company (10% of Rs. 320.35 crores i.e. 32.03 crores). The transaction is therefore considered material.



S. No. IV	Name of the Related Party	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	Monetary Value
1	AM INTERNATIONAL HOLDINGS PRIVATE LIMITED, SINGAPORE (AMIH)	Group Company	Not exceeding Rs. 150 crores
2.	Type, Nature, material terms and particulars of the contract or arrangements		Monetary Value Rs. in crores
	a) Providing of External Commercial borrowings and other fund based and non-fund based support including debt Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;		150.00
3.	Any advance paid or received for the contract or arrangement, if any		NA
4.	Justification for why the proposed transaction is in the interest of the Company and Rationale for revision of monetary limit to Rs. 150 crores		
	The Company has been looking for financial support from Banks and Financial Institutions to fund the Expansion Project. AMIH has granted External Commercial Borrowing (ECB) facility for an amount of Rs.50 crores with Interest rates equal to the market rates for a period of 3 years with 2 years of moratorium. The transaction is on an arm's length basis and in the ordinary course of business.		
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		NA
6.	Details of the Valuation Report or other external party report (if any)		NA
7.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction		The commitment of AMIH for lending ECB would exceed 10% of the audited turnover of the Company (10% of Rs. 320.35 crores i.e. 32.03 crores). The transaction is therefore considered material.

The transaction is therefore considered material pursuant to Regulation 23 of the Listing Regulations and hence prior approval of the shareholders is sought by an Ordinary Resolution proposed in Item No 9 of the Notice.

As per Listing Regulations, the Related Parties shall not vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not.