



25th August, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001.

Scrip Code - 506808

Dear Sir/Madam,

Sub: Notice of 47th Annual General Meeting of the Company

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

This is to inform you that the 47th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, the 21st September, 2020 at 10.00 a.m. IST through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The notice of 47th 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.

The Register of Members & Share Transfer books of the Company shall remain closed from Tuesday, 15th day of September, 2020 to Monday, 21st day of September, 2020 (both days inclusive) for the purpose of 47th Annual General Meeting of the Company for the financial year ended 31st March, 2020.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Tuticorin Alkali Chemicals and
Fertilizers Limited,**

**Walter Vasanth P J
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



NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED will be held on Monday, the 21st September, 2020 at 10.00 a.m. IST through two-way VideoConferencing ("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, 2020 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 2020 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 Mr.G.Ramachandran (DIN:00051999), who retires by rotation and being eligible, offers himself for re-appointment, by passing the following as an Ordinary Resolution.

RESOLVED THAT pursuant section 152 and other applicable provisions, if any of the Companies Act, 2013, Mr.G.Ramachandran (DIN:00051999), Director who retires by rotation and being eligible, offers himself 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 modifications(s) the following resolution as a Special Resolution for reappointment and continuation of Directorship of as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Tmt. Rita Chandrasekar (DIN: 03013549)**, Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 31st July, 2020 to 30th July,2025 and shall not be liable to retirement by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

4. 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 Section 161,196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members, be and is hereby accorded to appoint **Mr.S.Venkataraman (DIN : 08768324)** as a Whole Time Director of the Company and be designated as Chief Operating Officer with effect from 15th June, 2020 for a period of 5 (five) years liable to retire by rotation, upon the terms and conditions set out below

Statement under Para A, Section II, Para II of Schedule V of the Companies Act, 2013 is given below to the extent applicable.

Terms and Conditions of the Appointment.

1. Period of Appointment : Five years with effect from 15th June, 2020
2. 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 following remuneration:
 - i. Basic Salary at the rate of Rs.1,63,900/- per month
 - ii. Other Allowances and perquisites aggregating to Rs.85,501/- per month
 - iii. Performance Pay aggregating to Rs.6,38,550/- per annum
 - iv. Contribution to Provident and other Funds, Super Annuation, Gratuity, leave eligibility and encashment shall be as per the applicable law / service rules of the Company and subject to the limits under (ii) of the above
 - v. Reimbursement of expenses towards maintenance of his car towards his driver, fuel and repairs will be reimbursed and is under (ii) of the above.
 - vi. In addition to the above, the Company shall provide telephone and other communication facilities to the Whole Time Director for use in relation to the discharge of the duties and responsibilities.
 - vii. The Company shall reimburse the actual entertainment and traveling expenses incurred by Mr.S.Venkataraman, Whole Time Director in connection with the Company's business and the same shall not be treated as perquisites or benefits to the Whole Time Director.
3. Commission : Nil
4. Remuneration in the event of loss etc.:

Not with standing anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year, during the terms of office of the Whole Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

"RESOLVED FURTHER THAT in the event of any statutory amendment, modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration, approved by the Nomination and Remuneration Committee) i.e. the remuneration within such prescribed limit or ceiling



and the terms and conditions of the said appointment as agreed to between the Company and Mr. S.Venkataraman be suitably amended to give effect to such amendment, modification or relaxation, subject to such approvals as may be required by law"

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps as may be expedient or desirable to give effect to the aforesaid Resolutions".

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

"**RESOLVED THAT Mr.K.R.Anandan (DIN:00314502)**, who was appointed as Additional Director of the Company pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

Registered Office:

"SPIC House",
88, Mount Road, Guindy,
Chennai - 600 032.
15th June, 2020

6. 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, **Mrs. Bhagyalakshmi Rameshkumar, Cost Accountants (Registration No.32302)** 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, 2021 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand only) plus Service Tax & re-imbursment of out-of-pocket expenses be and is hereby approved and ratified.

By Order of the Board
For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED
WALTER VASANTH P J
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 continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") 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") and MCA Circulars, 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 / OVAM, 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 / OVAM 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 15th September, 2020 to 21st September, 2020 (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 2019-20 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 2019-20 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 / OVAM 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 Friday, 21st August, 2020. The "cut-off date" for determining the eligibility for voting either through electronic voting is fixed as Monday, 14th September, 2020. The e-voting period will commence at 9.00 a.m. on Friday, 18th September, 2020 and will end at 5.00 p.m. on Sunday, 20th September, 2020.
- j. M/s.R.Kannan and Associates, Practicing Company Secretaries, represented by Mr.R.Kannan (having Membership No. FCS-6718) 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, who have cast their votes electronically using the remote e-voting facility
- l. The Scrutinizer shall, after the conclusion of voting at the general meeting, count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company.



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 will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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. 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 AGM will be provided by CDSL.
3. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM 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. 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 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 has been uploaded on the website of the Company at www.tacfert.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM 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.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 18th September 2020 at 9 a.m. and ends on 20th September 2020 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:
- (ix) For Shareholders holding shares in Demat Form 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)
 - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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.
 - 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).
- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.



- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company /RTA email id.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (info@tacfert.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning

their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM IS AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xxi) Note for Non – Individual Shareholders and Custodians

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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@tacfert.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533.



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:

Item No: 3

The Members of the Company at the 42nd Annual General Meeting held on 31st July, 2015 had appointed **Tmt. Rita Chandrasekar** (DIN: 03013549) as Independent Director of the Company for a term of five (5) consecutive years commencing from 31st July, 2015 expiring on 30th July, 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders. The Company has received intimation in Form DIR-8 from Tmt. Rita Chandrasekar (DIN: 03013549) that, she is not disqualified from being re-appointed as an Independent Director, in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Tmt. Rita Chandrasekar (DIN: 03013549) as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Tmt. Rita Chandrasekar (DIN: 03013549) as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 31st July, 2020.

Requisite Notice from a member under Section 160 of the Companies Act, 2013 ('the Act') proposing the re-appointment of Tmt. Rita Chandrasekar (DIN: 03013549) has been received by the Company, along with consent pursuant to Section 152 of the Act.

In the opinion of the Board, Tmt. Rita Chandrasekar (DIN: 03013549) fulfilled the conditions for appointment as Independent Director as specified in the Act and SEBI Regulations and independent of the management. Details of Director Profiles and justification for continuation of the directorship of pursuant to the provisions of (i) the Regulation 36 of SEBI LODR and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India whose re-appointment as Independent Directors is proposed at Item Nos.3 are as follows:

Tmt. Rita Chandrasekar is 63 years of age and is a partner in the leading Advocate firm M/s. Aiyar and Dolia, since 1984. The firm was established by her father late B.R.Dolia, in the year 1957. She/her firm has been retained by several Public Sector Banks and Corporates. They are also advisers to many multinational companies, Resident & NRI Clients regarding investment of funds, establishment of industries, purchase of immovable properties etc.,

She is the Standing Counsel for the Chennai Metro Rail Limited

Other Directorships held

S. No.	Directorship Held	❖ Committee Membership/ ❖ Chairmanship
1.	India Radiators Limited	❖ Audit Committee – Chairman ❖ Stakeholder Relationship Committee - Member ❖ Nomination & Remuneration Committee – Member
2.	Sicagen India Limited	❖ Stakeholder Relationship Committee - Chairman
3.	Southern Petrochemical Industries Corporation Limited	NIL
4.	Precision Metaform Technologies Private Limited	NIL

Copy of draft letters of appointment of Tmt. Rita Chandrasekar setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Director is not holding any shares in the Company.

Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel:

Tmt.Rita Chandrasekar has no pecuniary relationship directly or indirectly, with the Company or relationship with any of the managerial personnel of the Company.

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 other than Tmt. Rita Chandrasekar as Director.

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

Item No: 4

Mr.S.Venkataraman (DIN: 08768324) was appointed as Whole time director for the period of 5 years from 15th June, 2020 to 14th June, 2025. The Nomination and Remuneration Committee has recommended the induction of Mr.S.Venkataraman (DIN: 08768324) in to the board and appointed Mr.S.Venkataraman as Whole Time Director for a period of 5 years from 15th June, 2020 to 14th June, 2025 who will be designated as Chief Operating Officer.

Terms and Conditions of the Appointment.

1. Period of Appointment : Five years with effect from 15th June, 2020



2. 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 following remuneration:
- Basic Salary at the rate of Rs.1,63,900/- per month
 - Other Allowances and perquisites aggregating to Rs.85,501/- per month
 - Performance Pay aggregating to Rs.6,38,550/- per annum
 - Contribution to Provident and other Funds, Superp Annuity, Gratuity, leave eligibility and encashment shall be as per the applicable law / service rules of the Company and subject to the limits under (ii) of the above
 - Reimbursement of expenses towards maintenance of his car towards his driver, fuel and repairs will be reimbursed and is under (ii) of the above.
 - In addition to the above, the Company shall provide telephone and other communication facilities to the Whole Time Director for use in relation to the discharge of the duties and responsibilities.
- Vii. The Company shall reimburse the actual entertainment and traveling expenses incurred by Mr.S.Venkataraman, Whole Time Director in connection with the Company's business and the same shall not be treated as perquisites or benefits to the Whole Time Director.
- Commission : Nil
 - Remuneration in the event of loss etc.:
- Not with standing anything contained herein, in the event of any loss, or inadequacy of profit in any financial year, during the terms of office of the Whole Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

Detail of the appointee is provided below.

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.

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 1st 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
		2016-17	145.47
		2017-18	137.56
		2018-19	175.78
			Profit/(loss) after Tax
			(35.24)
			(44.75)
			(37.91)
(5)	Export performance and net foreign Exchange collaborations.	Export sales during the year 2019-20 was 13,754 MT of Ammonium Chloride valued at Rs.11.48 crores.	
(6)	Foreign investments or collaborators, if any.	Nil	



II. Information about the appointee:		
	Name of the Directors	Mr.S.Venkataraman
(1)	Background details.	Mr.S.Venkataraman aged 57 years is an Engineering graduate from REC, Tiruchirappalli with Specialisation in Electrical and Electronics. He Also has PG qualifications in Management sciences and Material management from Annamalai university and has rich experience of operation and maintenance for 35 years.
(2)	Past remuneration.	Rs.42.57 Lakhs per annum FY 18-19.
(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 Maintenance.
(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 rich experience of Mr.S.Venkataraman, his invaluable contribution to the Company, his vital role at the present juncture for the turnaround of the Company is very much needed and his present remuneration and comparable remuneration levels in the Industry, the proposed remuneration to Mr.S. Venkataraman 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	After the implementation of CO2 plant when continuous CO2 was available, the Company faced acute water shortage. Due to sub optimum production level the equipments also operated at sub optimum level.
(2).	Steps taken or proposed to be taken for improvement	The defective equipment are replaced and it is expected that during FY 20-21 the plant will present an improved performance
(3).	Expected increase in productivity and profits in measurable terms.	The capacity utilisation will improve from the current 45% to around 65% in the ensuing financial year. The turnover will improve to Rs.225 crores and the Company will register cash profits.
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: 5**

Mr.K.R.Anandan (DIN: 00314502), was appointed by the Board of Directors of the Company at its meeting held on 15th June, 2020 after the recommendation of the Nomination and Remuneration Committee as Additional Non-Executive Director of the Company in terms of Section 161 of the Companies Act, 2013. He will vacate office at this Annual General Meeting.

The Board at its meeting held on 15th June, 2020, recommended for the approval of the Members, the appointment of Mr.K.R.Anandan (DIN: 00314502) as Non-Executive Director of the Company as set out in the Resolution. Further notice under Section 160 of the Act has been received from Members proposing his appointment as a Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by him to act as Director.

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.

Item No: 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor **Mrs.Bhagyalakshmi Rameshkumar** (Membership Number: 32302) 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, 2020 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 Mrs.Bhagyalakshmi Rameshkumar, Cost Auditor 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 6 of the Notice for ratification of the remuneration payable to the said Cost Auditor for the Financial Year ended 31st March, 2021.

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 at the 47th Annual General Meeting**[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]****Mr.G.Ramachandran**

Mr.G.Ramachandran (DIN:00051999) aged 69 years is a Chemical Engineer with a PostGraduate degree in Business Administration and possesses over 48 years of industrial experience in Fertilizers and Petrochemical Industries.

He worked with SPIC for 16 years before joining Manali Petrochemical Limited (MPL) in August 1989.

He worked in different capacities at MPL before taking over as its Managing Director, which post he held more than a decade during which time the Company successfully turn around.

During the year 2019-20, he has attended all the Board Meetings.

Mrs. Rita Chandrasekar

Mrs. Rita Chandrasekar (DIN: 03013549) aged 63 years is a Partner in the leading Advocate firm M/s. Aiyar and Dolia, since 1984. The firm was established by her father late B.R.Dolia, in the year 1957. Her firm has been retained by several Public Sector Banks and Corporates.

They are also Advisers to many multinational Companies, Resident & NRI Clients regarding investment of funds, establishment of industries, purchase of immovable properties etc., she is the Standing Counsel for Chennai Metro Rail Limited.

She is also a Director of Precision Metalform Technologies Private Limited; Southern Petrochemical Industries Corporation Limited; India Radiators Limited; and Sicagen India Limited. She does not hold any shares in the Company.

During the year 2019-20, she has attended three Board Meetings

Mr.S.Venkataraman

Mr.S.Venkataraman (DIN: 08768324) aged 57 years is an Engineering graduate from REC, Tiruchirappalli with Specialisation in Electrical and Electronics. He also has PG qualifications in Management sciences and Material management from Annamalai University and has rich experience of operation and maintenance for 35 years.

He joined Spic as an Engineering management trainee in the year 1985 after his graduation and grown over the years to become VP heading the entire material department of Greenstar and SPIC.

Prior to that he has headed the electrical department at Tuticorin and also for 5 years at Jordan with the spic Joint venture Indo-JordanChemicals.

He also has rich project and commissioning experience through execution of 18 MW captive power plant of spic and also the ONGC Gas terminal at Hazira. He does not hold any shares in the Company.

During the year 2019-20, he has attended all the Board Meetings.

Mr.K.R.Anandhan

Mr.K.R.Anandan (DIN: 00314502) aged 57 years is a commerce Post Graduate with Professional qualification from ACA, AICWA and ACS.

He also has PG Diplomas in Administration, Personnel Management and Material Management.

He has over 35 years of experience in various disciplines for commercial operations, planning, financial management, taxation and other statutory compliances.

He is with SPIC Group since August, 2012 as CFO, initially with M/s Tuticorin Alkali Chemicals and Fertilizers Limited, later with M/s Tamilnadu Petroproducts Limited and with M/s Southern Petrochemicals Industries Corporation Limited since 2016. He does not hold any shares in the Company.

During the year 2019-20, he has not attended any Board Meeting.