



THE TRAVANCORE – COCHIN CHEMICALS LIMITED

P.B. No. 4, UDYOGAMANDAL P. O. ,KOCHI – 683 501, KERALA

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CIN: U24299KL19515GC001237

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 71st Annual General Meeting of the Members of The Travancore-Cochin Chemicals Limited will be held at the Registered Office of the Company at Eloor, Udyogamandal -683501 Kerala on Friday, the 29th day of September 2023 at 11.00 am. The Company will also facilitate participation of the members through Video Conferencing (VC) to transact the following: -

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS:

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

“RESOLVED THAT the Balance Sheet as at 31st March, 2023, the Profit and Loss Account for the year ended 31st March, 2023, Cash Flow Statement for the year ended on that date, the Board’s Report along with the addendum thereto and Auditors’ Report, together with the Comments of the Comptroller and Auditor General of India as circulated to the shareholders, received and considered at this meeting be and are hereby adopted.”

2. RETIREMENT BY ROTATION:

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

“RESOLVED THAT Smt. Lakshmi Raghunathan, (DIN: 07401025), Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. RETIREMENT BY ROTATION:

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

“RESOLVED THAT Smt. Latha S , (DIN: 09237945), Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. REMUNERATION OF STATUTORY AUDITORS:

To fix the remuneration of Auditors, for the financial year 2023-24 and in this connection to pass, the following resolution as an ORDINARY RESOLUTION: -

“RESOLVED THAT pursuant to the provisions of Section 139 (5), 142 and other applicable provisions, if any of the Companies Act, 2013, a remuneration of Rs.4,00,000/- plus out of pocket expenditure to maximum of Rs.75,000/- as recommended by the Board of Directors, be payable as remuneration to the Auditors to be appointed by the Comptroller and Auditor General of India in connection with the audit of accounts of the Company for the financial year 2023-24.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for ratifying the remuneration payable to M/s N. P. Gopalakrishnan & Company, for conducting cost audit for the year ending March 31, 2024: -

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. P. Gopalakrishnan & Company, Cost Accountants, Apartment No. 311, DD Vyapar Bhavan, K.P.Vallon Road, Kadavanthara P.O., Cochin-682 020 (FCMA, Membership No.00034), practising cost accountant, Cost Auditor, appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the year ending March 31, 2024, be paid a remuneration of Rs. 50,000 (Rupees Fifty Thousand only) plus actual out-of pocket expenses, as fixed by the Board of Directors of the Company.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION: -

“Resolved that pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Dr. S Ratnakumaran (DIN 01896737) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th March 2023 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. S Ratnakumaran as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years or as directed by the Government of Kerala, whichever is earlier.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the other terms and conditions of appointment of Dr. S Ratnakumaran, from time to time.

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION: -

“Resolved that pursuant to Sections 149, and 150 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Shri K K Kunjumon (DIN 09106850) be and is hereby appointed as an Independent Director of the Company with effect from 13th March 2023 for a period of five years or as directed by the Government of Kerala, whichever is earlier.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the other terms and conditions of appointment of Shri K K Kunjumon, from time to time.

8. To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION: -

RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 Smt. P S Shyla (DIN 10244483), who was appointed by the Board of Directors, as an Additional Director of the Company, in respect of whom a notice of candidature has been received, and who holds office up to the date of 71st Annual General Meeting, being eligible for appointment be and is hereby appointed as Director of the Company liable to retire by rotation.”

By order of the Board of Directors,
For The Travancore-Cochin Chemicals Ltd

Sd/-

Udyogamandal
04.09.2023

KRISHNAN HARIKUMAR
(DIN: 00388466)
Managing Director

Note:

1. Vide General Circular No. 10/2022 Ministry of Corporate Affairs (“MCA”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the facility of participating in the AGM through VC / OAVM is also extended.
2. Members will be able to attend and participate in the AGM through VC / OAVM. Particulars pertaining to manner and process of log in will be mailed separately.
3. Facility for joining the meeting shall be kept open at least 15 minutes before the scheduled time and shall not be closed till expiry of 15 minutes after scheduled time and will be available for Members on first come first served basis
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING PHYSICALLY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE PROXY FORM MGT-11 PRESCRIBED UNDER COMPANIES (MANAGEMENT AND

ADMINISTRATION) RULES, 2014, IS BEING SENT WITH THIS NOTICE. THE FORM OF PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

5. The Comments of the C&AG and Finance Secretary, Govt. of Kerala, on the Financial Statements will be forwarded as and when it is received.
6. The relative explanatory statement required under Section 102 of the Companies Act, 2013 is given below.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 4.30 p.m) on all working days, upto and including the date of the Annual General Meeting of the Company and facility for electronic inspection would also be available.
8. The Company has appointed M/s Cameo Corporate Services Limited, “Subramanian Building”, 1, Club House Road, Chennai-600 002, as the Registrar and Share Transfer Agents of the Company. Members are requested to intimate immediately change of address, if any, to the Company, Company’s Registrar and Transfer Agents or Depository Participant, as the case may be.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members may please note the designated email id of the Company: cosecretary@tcckerala.com
11. If a poll is conducted at the Annual General Meeting, members may convey the vote to the said email id.
12. Further, members who need assistance before or during the AGM, can contact Company Secretary, Ph : 0484-2545115
13. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number, PAN, mobile number latest by 12.00 Noon on 25.09.2023.

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

Item No.4

The Board of Directors approved the appointment and remuneration of M/s N. P. Gopalakrishnan & Company, (FCMA, Membership No.8318), practising cost accountant, Cost Auditor, to conduct the audit of the cost records of the Company for the year ending March 31, 2024. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 50,000/- plus applicable taxes and actual out of pocket expenses payable to the Cost Auditor as approved by the Board of Directors, has to be ratified by the members.

Accordingly, the remuneration payable to the Cost Auditor for the year ending March 31, 2024 is placed for ratification by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in or concerned with the resolution.

Item No. 5

The Government of Kerala has issued Government Order, G.O.(Rt)No.12/2023/ID dated 07.01.2023, appointing Dr. S Ratnakumaran (DIN 01896737), as an Independent Director in the Board of Directors of the Travancore Cochin Chemicals Limited.

Accordingly, your Board of Directors appointed Dr. S Ratnakumaran (DIN 01896737), as an Additional Director w.e.f 13/03/2023 in accordance with Section 161 of the Companies Act, 2013 and Article 77 of the Articles of Association of the Company. He will hold office only up to the date of the 71st Annual General Meeting. A notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to nominate Dr. S Ratnakumaran (DIN 01896737), as a Director of the Company. Your directors consider it in the interest of the Company to appoint Dr. S Ratnakumaran (DIN 01896737), as an Independent Director of the Company and propose the resolution for your approval.

Except Dr. S Ratnakumaran (DIN 01896737), none of the Directors, key managerial persons or their relatives is interested in the resolution.

Item No.6

The Government of Kerala has issued Government Order, G.O.(Rt)No.13/2023/ID dt. 07/01/2023, appointing Shri. K. K.Kunjumon (DIN is 09106850), as an Independent Director in the Board of Directors of the Travancore Cochin Chemicals Limited .

Accordingly, your Board of Directors recommended for the approval of the members, the appointment of Shri. K. K.Kunjumon (DIN is 09106850), as an Independent Director w.e.f 13/03/2023.

Except Shri. K. K.Kunjumon, none of the Directors, key managerial persons or their relatives is interested in the resolution.

Item No.7

The Government of Kerala has issued Government Order, G.O.(Rt)No.357/2023/ID dt. 08/05/2023, appointing Smt. P S Shyla (DIN:10244483), in the Board of Directors of the Travancore Cochin Chemicals Limited under Article 77 of the Articles of Association of the Company.

Accordingly, your Board of Directors appointed Smt. P S Shyla (DIN:10244483), as an Additional Director at the Board Meeting held on 10th July 2023 , in accordance with Section 161 of the Companies Act, 2013 and Article 77 of the Articles of Association of the Company. She will hold office only up to the date of the 71st Annual General Meeting. A notice under Section

160 of the Companies Act, 2013, has been received from a member signifying his intention to nominate Smt. P S Shyla (DIN:10244483), as a Director of the Company. Your directors consider it in the interest of the Company to appoint Smt. P S Shyla (DIN:10244483), as a Director of the Company and propose the resolution for your approval.

Except Smt. P S Shyla (DIN:10244483), none of the Directors, key managerial persons or their relatives is interested in the resolution.

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Dr. S Ratnakumaran	Shri K. K.Kunjumon	Smt. P S Shyla
DIN	01896737	09106850	10244483
Age	67	59	63
Date of appointment on the Board	13.03.2023	13.03.2023	10.07.2023
Qualifications	Ph. D	B. Tech	Degree
Experience	Held Directorship in 3 companies	Retired Government Servant	Social service
Terms and conditions of appointment	As per Orders of Govt. of Kerala and resolution 5	As per Orders of Govt. of Kerala and resolution 6	As per Orders of Govt. of Kerala and resolution 7
Number of Meetings of the Board attended during the year	one	one	Nil
List of Directorship / Membership / Chairmanship of Committees of other Board	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil

No remuneration is proposed to be paid to the above Directors.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

