



NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED will be held on Friday, the 28th July, 2017 at 10.00 a.m. at "Rajah Annamalai Hall", Esplanade, Chennai 600 108, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2017, and the Report of the Board of Directors and Auditors' Report thereon by passing the following Resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2017 and the Report of the Board of Directors and Auditors' Report thereon be and are hereby received 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 Resolution as an Ordinary Resolution:

RESOLVED THAT Mr. G. Ramachandran (DIN 00051999), who retires by rotation, be and is hereby reappointed as a Director of the Company.

3. To appoint Auditors and fix their remuneration, by passing the following Resolution as an Ordinary Resolution:

RESOLVED THAT M/s.MZSK & Associates, Chartered Accountants, Chennai, (Registration No.105047W) be and are hereby appointed as Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022, at a remuneration of Rs.5,00,000/- per annum for Statutory Audit, Tax Audit, Certificate for Cash Flow Statement, Corporate Governance and Limited Review as per SEBI (LODR), Regulations 2015 but exclusive of fees for other consultations, professional services, service tax and out-of-pocket expenses, as determined by the Board of Directors.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.90,000/- plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors to Mr. P R Tantri the Cost Auditor to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March, 2017 be and is hereby ratified.

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

RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

"V. The Authorised Share Capital of the Company is Rs. 127,00,00,000 (Rupees one hundred and twenty seven crores) divided into 3,26,50,000 (three crores twenty six lakhs and fifty thousand) equity shares of Rs. 10 (Rupees Ten) each and 94,35,000 (ninety four lakhs and thirty five thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One hundred) each with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or subdivide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company."

6. 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 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modifications or re-enactments thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following Article:



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"3. The Authorised Share Capital of the Company is Rs. 127,00,00,000 (Rupees one hundred and twenty seven crores) divided into 3,26,50,000 (three crores twenty six lakhs and fifty thousand) equity shares of Rs. 10 (Rupees Ten) each

and 94,35,000 (ninety four lakhs and thirty five thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One hundred) each"

Registered Office:
"SPIC House",
88, Mount Road, Guindy,
Chennai - 600 032.
17th May, 2017

By Order of the Board
For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED
S. RAGHAVAN
COMPANY SECRETARY

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The proxy form, duly stamped and executed, should reach the Registered and Principal Office of the Company at least 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd July, 2017 to 28th July, 2017 (both days inclusive).
4. Members are requested to quote their Folio Numbers in all their correspondence.
5. Members are requested to immediately provide their email address and notify changes, if any, in their addresses to the Company or to the Registrar viz., Cameo Corporate Services Limited, Subramanian Buildings, 1, Club House Road, Off Anna Salai, Chennai 600 002 specifying full address in Block Capital with Pin Code of the Post Office.
6. Members are requested to bring their copies of the Annual Report to the Meeting.
7. Members are requested to bring their Attendance Slips and hand over at the entrance, duly signed by them. Members who hold shares in the DEMATERIALISED FORM are requested to indicate without fail their DP ID and Client ID Numbers in the Attendance Slips.



EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and enhanced the remuneration of the Cost Auditor Mr. P R Tantri 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, 2017 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 Mr. P R Tantri, 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.4 of the Notice for ratification of the remuneration payable to the said Cost Auditor for the Financial Year ended 31st March, 2017.

Disclosure of Interest

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

Item Nos. 5 & 6

Increase in Authorised Share Capital and Alteration of Memorandum and Articles of Association.

The Sick Industrial Companies (Special Provisions) Act, 1985 was repealed effective from 1st December, 2016 and hence the Draft Rehabilitation Scheme filed with BIFR through Operating Agency, IDBI Bank Limited, need to be placed with National Company Law Tribunal (NCLT), Chennai for further course of action.

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17th May, 2017

Your Company has filed a petition with NCLT, Chennai seeking their directions to convert the unsecured loan and suppliers credit into Equity and Redeemable Cumulative Preference Shares. The petition has been admitted by NCLT and the order of NCLT is awaited.

To enable the issue fresh shares by converting the unsecured loans and assistance received from the Promoter's group to avail the settlements offered by the Banks and Institution, the Board at its meeting held on 17th May, 2017 has accorded approval to increase of Authorised capital from Rs.39 crores to Rs.127.00 crores consisting of Equity and Redeemable Cumulative Preference Shares subject to your approval. Break up of the Authorised Capital is mentioned in the Resolution Nos. 5 and 6 of this Notice.

For giving effect to increase, Clause V - Capital Clause - of the Memorandum of Association and Article 3 of the Articles of Association are to be altered by passing Ordinary and Special Resolutions respectively.

The Board commends the Ordinary Resolution for altering the existing Clause V of the Memorandum of Association and Special Resolution for altering the Articles of Association.

Memorandum of Interest

None of the Directors and Key Management Personnel of the Company or their relatives are concerned or interested in the said Ordinary and Special Resolutions.

Inspection of Documents

All related documents in respect of Item Nos. 4,5&6 are available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 am to 1.00 pm upto the date of this 44th Annual General Meeting.

By Order of the Board
For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED
S. RAGHAVAN
COMPANY SECRETARY