



Tuticorin Alkali Chemicals and Fertilizers Limited

**2024 - 2025
Annual Report**

Board of Directors as on 31st July, 2025

Mr. Ashwin C Muthiah	DIN 00255679	Chairman
Ms. Devaki Muthiah Chardon	DIN 10073541	Director
Ms. Rita Chandrasekar*	DIN 03013549	Independent Director
Ms. Sashikala Srikanth	DIN 01678374	Independent Director
Mr. T.K. Arun	DIN 02163427	Independent Director
Mr. G D Sharma	DIN 08060285	Independent Director
Ms. Latha Ramanathan	DIN 07099052	Independent Director
Mr. E. Rajeshkumar	DIN 10207780	Wholetime Director
Mr. K.R. Anandan	DIN 00314502	Director

* upto 30th July 2025.

Mr. S. Nandakumar**	Chief Financial Officer
Mr. D Prem Babu [#]	Chief Financial Officer
Ms. C S Vijayalakshmi	Company Secretary

** upto 11th May, 2025

[#] w.e.f. 12th May, 2025

Auditors

Statutory Auditors

M/s. MSKA & Associates
Chartered Accountants,
Olympia Cyberspace, Floor 10, Module 4,
No: 4/22, Arulayiammanpet,
SIDCO Industrial Estate, Guindy,
Chennai - 600032.

Secretarial Auditors

M/s. KRA & Associates
Company Secretaries,
New Colony, 10th Street,
Adambakkam,
Chennai - 600 028.

Bank

YES Bank Limited

Registered Office

“SPIC House”
88, Mount Road,
Guindy, Chennai - 600 032.
Phone : 044 - 2235 2513
E-mail : info@tacfert.com
CIN : L24119TN1971PLC006083

Plant:

Harbour Construction Road,
Tuticorin - 628 005, Tamilnadu.
Phone : 0461-2355612
E-mail : adminsite@tacfert.com

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NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED will be held on Monday, the 29th September, 2025 at 2.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

1. ORDINARY BUSINESS:

To receive, consider and adopt the Audited Financial Statements of the Company and other Reports for the financial year ended 31st March, 2025 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 financial year ended 31st March, 2025 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. E.Rajeshkumar (DIN:10207780), 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. E.Rajeshkumar (DIN:10207780), 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 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, 2026 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand only) plus GST & re-imbursement of out-of-pocket expenses be and is hereby approved and ratified."

4. 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of 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] and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors, M/s. KRA & Associates, Practicing Company Secretaries (Firm Registration No. P2020TN082800), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the company and be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. 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 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 Ms. Latha Ramanathan (DIN: 07099052) 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 her 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 commencing from 31st July, 2025 to 30th July, 2030 (both days inclusive)."

6. 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) with Greenstar Fertilizers Limited 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 Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026 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."

7. 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) with Southern Petrochemical Industries Corporation Limited 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 Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026 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."

8. 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) with AMI Holdings Private Limited 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 Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026 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."

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



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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circular, the 52nd AGM of the Company is being held through VC / OAVM on Monday, 29th September, 2025 at 2.00PM IST. The deemed venue of the meeting will be the Registered office of the company.
- 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 23rd September, 2025 to 29th September, 2025 (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 2024-25 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 2024-25 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 Friday, 29th of August, 2025.

The "cut-off date" for determining the eligibility for voting either through electronic voting is fixed as on Monday, 22nd of September, 2025.

The e-voting period will commence at 9.00 a.m. on Friday, 26th September, 2025 and will end at 5.00p.m. on Sunday, 28th September, 2025.
- j. M/s. KRA & Associates, Practicing Company Secretaries, 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. In view of the Ministry's of Corporate Affairs communication vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / 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, subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 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.

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, MCA Circular No. 20/2020 dated May 05, 2020 and the latest being 09/2024 dated September 19, 2024, it has been decided to allow companies whose AGMs are due in the Year 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025.

THE INSTRUCTIONS 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 on at 9.00 a.m. on Friday, 26th September, 2025 and will end at 5.00p.m. on Sunday, 28th September, 2025. 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) on Monday, 22nd of September, 2025 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 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	<ol style="list-style-type: none"> 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.cdslindia.com and click on login icon & New System Myeasi Tab. 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. If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
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.



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 Remote e-Voting 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 Physical shareholders and other than individual shareholders holding shares in Demat
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 Forget 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 delinked 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@tacfert.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
8. Members who do not wish to speak during the AGM but have queries may send their queries on or before Monday, 22nd September 2025 by email to info@tacfert.in mentioning their name, demat account number/ folio number and mobile number. These queries will be attended and responded by the Company suitably.
 9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 10. 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.
 11. 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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. Members desirous of speaking at the meeting may register through the web portal of the RTA using the web-link: <https://Investors.cameoindia.com>. The above facility for participant registration will be open from 9:00 AM (IST) on Monday, 22nd September 2025 to 5:00 PM (IST) on Friday, 26th September 2025. It may please be noted that there will be no option for spot registration or through any other mode.

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 Company/RTA email id.
- 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 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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 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:

Item No: 3

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor B Y & Associates, Cost Accountants (Registration No.003498), 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, 2026 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. 3 of the Notice for ratification of the remuneration payable to the said Cost Auditor for the Financial Year ended 31st March, 2026.

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.

Item No: 4

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

The Board of Directors of the Company, at its meeting held on February 3rd, 2025, on the recommendation(s) of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, quality of audit reports, etc. recommended the appointment of M/s. KRA & Associates having FRN: P2020TN082800 as the Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the Members, at a remuneration of 50,000 plus applicable taxes and out-of-pocket expenses for FY 2025-2026 and for subsequent years(s) of their term, such fees as mutually agreed between the Board of Directors and the Secretarial Auditors.

KRA & Associates is a peer-reviewed firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). Initially, it was started by Mr. R. Kannan, Senior Partner in May, 1997 in individual capacity. He is having over 15 years of expertise knowledge in providing comprehensive corporate legal and regulatory services, with a strong emphasis on corporate governance, secretarial compliance, and strategic advisory.

The firm has significant expertise in Company Law matters, Secretarial Audits, Mergers and Acquisitions, Capital Market Transactions, Due Diligence, Corporate Structuring, and Valuations. It also regularly liaises with statutory and regulatory authorities, including the Ministry of Corporate Affairs (MCA), Registrar of Companies (RoC), Regional Directors (RD), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges, and the Controller General of Patents, Designs and Trademarks. Additionally, the partners have experience in handling adjudications before the Registrar of Companies (ROC) and providing advice on criminal matters related to ROC prosecutions.

M/s KRA & Associates has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFDPoD/CIR/P/2024/185 dated December 31, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations.

Accordingly, consent of the members is sought to pass an Ordinary Resolution as set out in Item No 4 of the Notice for appointment of the Secretarial Auditor for a term of 5 years from the Financial Year 2025-26 to 2029-2030 and fix remuneration.

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.



Explanatory for the Item no:2 & 5

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW:

Name of the Director	Mr. E. Rajeshkumar (Wholetime Director)	Ms. Latha Ramanathan (Independent Director)
Director Identification Number (DIN)	10207780	07099052
Age (in years)	50 Years	59 years
Nationality	Indian	Indian
Date of Appointment	08 th July 2023	31 st July 2025
Qualification	Mr. E Rajeshkumar is an Engineer graduate specialized in Chemical Engineering. He has an overall experience of 29 Years. He has both operational and technical services background.	Ms. Latha Ramanathan is a Chartered Accountant with about 34 years of post-qualification experience. Her distinguished career includes nearly two decades with the Big 4 Consulting firms, KPMG, PwC, and Deloitte, where she held Partner (Executive/ Senior Director) positions.
Brief resume of the Director		
Nature of expertise in specific functional areas		
Number of Equity Shares held in the Company:		
By self	500	NIL
As a Beneficial Owner of	NIL	
Number of Board Meetings attended during the Financial Year 2024-25	5/5	Not Applicable
Directorships held in other Companies*	NIL	<ul style="list-style-type: none"> • Tamilnadu Petroproducts Limited • Manali Petrochemicals Limited • Southern Petrochemical Industries Corporation Limited • Dr. Agarwal's Eye Hospital Limited
Chairmanships of Committees in other Companies	NIL	<ul style="list-style-type: none"> • Tamilnadu Petroproducts Limited <ul style="list-style-type: none"> ➤ Audit committee • Manali Petrochemicals Limited <ul style="list-style-type: none"> ➤ Audit committee • Southern Petrochemical Industries Corporation Limited <ul style="list-style-type: none"> ➤ Nomination & Remuneration committee
Memberships of Committees in other Companies	NIL	<ul style="list-style-type: none"> • Manali Petrochemicals Limited <ul style="list-style-type: none"> ➤ Nomination & Remuneration committee ➤ Risk Management committee • Dr. Agarwal's Eye Hospital Limited <ul style="list-style-type: none"> ➤ Audit Committee ➤ Stakeholders relationship committee ➤ Corporate Social Responsibility Committee ➤ Nomination & Remuneration committee
Relationships between Directors of the Company inter-se	Mr. E. Rajeshkumar is not related to any Directors and other Key Managerial Personnel of the Company and their relatives.	Ms. Latha Ramanathan is not related to any Directors and other Key Managerial Personnel of the Company and their relatives.
Terms and conditions of Appointment	He was appointed by the Board of Directors on 7 th July 2023 and by the shareholders at the 50 th AGM of the Company held on 25 th September, 2023 for a period of 3 (three) years, effective 8 th July 2023, liable to retire by rotation. He is liable to retire by rotation at the ensuing 52 nd AGM and being eligible offers himself for re-appointment as covered in Item No. 2 of the Notice for Members approval.	

**Common Explanatory Statement for Items No. 6, 7 & 8**

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.

Detail Explanatory Statement for Item No. 6			
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. 301 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;		297.00
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 Services, manpower support services, Medical services to staffs and allied transactions.		4.00
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.	Tenure : The shareholders' approval will be valid for the period commencing from the Fifty Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026.		
5.	Justification for why the proposed transaction is in the interest of the Company and Rationale for the monetary limit to Rs. 301 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 facilities provided by GSF Ltd to the employees like Medical facilities, Club etc..		
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		NA
7.	Details of the Valuation Report or other external party report (if any)		NA
8.	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. 309.49 crores i.e. 30.95 crores). The transaction is therefore considered material.

The transactions are 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. 6 of the Notice.



Detail Explanatory Statement for Item No. 7			
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.	SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED	Promoter	Not exceeding Rs. 50 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; and		46.00
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; and		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;		4.00
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.	Tenure : The shareholders' approval will be valid for the period commencing from the Fifty Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026.		
5.	Justification for why the proposed transaction is in the interest of the Company and Rationale of monetary limit to Rs. 50 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..		
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		NA
7.	Details of the Valuation Report or other external party report (if any)		NA
8.	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. 309.49 crores i.e. 30.95 crores). The transaction is therefore considered material.

The transactions are 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. 7 of the Notice.

Detail Explanatory Statement for Item No. 8			
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.	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.	Tenure : The shareholders' approval will be valid for the period commencing from the Fifty Second Annual General Meeting upto the date of Fifty third Annual General Meeting of the Company to be held in the year 2026		



5.	<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 obtained credit facility from a bank (YES Bank) during the previous year, which is secured by the company's assets. In addition, a letter of comfort/Undertaking has been taken from AMIH P Ltd. AMIH P Ltd being a related party and the transaction falls under material related party transaction, thus the company had obtained prior approval of the shareholders in the 51st General Meeting of the company for Rs.100 crores. In line with SEBI Regulations, the approval for material related party transaction has been taken for a period commencing from the 51st General Meeting upto the date of 52nd General Meeting of the Company to be held in the year 2025.</p> <p>As the company requires funding facility for its business operations & for plant modernization, the said arrangement with AMIH P Ltd is proposed to be continued from 52nd General Meeting upto the date of 53rd General Meeting of the Company to be held in the year 2026. The said arrangement may be used for the facilities availed/to be availed for an amount not exceeding the limit of Rs.100 crores (as approved by the shareholders earlier). No fee is payable by the Company for the Undertaking / Letter of Comfort to be provided by AMIH P Ltd.</p>
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: NA</p> <p>NA</p>
7.	<p>Details of the Valuation Report or other external party report (if any)</p> <p>NA</p>
8.	<p>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>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. 309.49 crores i.e. 30.95 crores). The transaction is therefore considered material.</p>

The transactions are 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. 8 of the Notice.

Note : 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. The value of transactions mentioned in the above related party transactions (Resolution items no. 6, 7 & 8) are excluding GST & other applicable taxes.