



Tuticorin Alkali Chemicals and Fertilizers Limited
CIN : L24119TN1971PLC006083

Registered office: SPIC House, 88, Mount Road, Guindy, Chennai – 600032

Ph: 044-22352513. **Web:** www.tacfert.in **Email:** info@tacfert.com

E-Voting starts on	02-07-2026 – 9.00 AM IST
E-Voting ends on	31-07-2026 – 5.00 PM IST

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE of Postal Ballot is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 03/2025 dated 22nd September 2025 issued by Ministry of Corporate Affairs, Government of India (‘MCA Circular’) and other applicable laws, Regulations and MCA Circulars seeking approval of the Shareholders of the Company through electronic voting (E-Voting) only, for the special business set out hereunder:

ITEM NO. 1:

Appointment Mr. E. Rajeshkumar (DIN:10207780) as Whole-Time Director of the Company for the period of 3 years

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 Sections 161, 196, 197 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) rules, 2014 including any statutory modifications or re-enactment thereof and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded to appoint Mr. E. Rajeshkumar (DIN : 10207780) as a Whole-Time Director of the Company with effect from 8th July 2026 for a period of three years liable to retire by rotation, upon the terms and conditions set out below:

	Amount (Per Annum)
a. Basic Salary, Allowances and Perquisites	: Rs. 47,31,960
b. Performance Linked Pay	: Rs. 9,75,000
c. Contribution to Provident fund, NPS and Gratuity	: Rs. 7,93,044

- d. In addition to the above, reimbursement of actual entertainment and travelling expenses including local travel incurred by Mr. E Rajeshkumar in relation to the discharge of his duties pertaining to the operations of the business of the Company.
- e. Contribution to Provident & other fund, Gratuity, leave eligibility and encashment of leave and other benefits shall be as per the Service Rules of the Company

TERMS & CONDITIONS OF APPOINTMENT

1. Period of Appointment : Three (3) years
(from 8th July 2026 to 7th July 2029)
2. Remuneration in the event of loss : In the event of inadequacy or absence of profits during the term of the Agreement, the Whole-Time Director shall be entitled to the aforesaid remuneration as the minimum remuneration and the same shall be subject to the provisions of the Companies Act, 2013 and other applicable laws or such other approvals, as may be required under the relevant laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters, and things as may be deemed necessary or expedient, in connection therewith or incidental thereto, to give effect to the aforesaid resolution.”

ITEM NO. 2:

Payment of Special Incentive to Mr. E Rajeshkumar, Whole-Time Director (DIN: 10207780) for the Financial Year 2024-25:

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 Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder read with Schedule V (including any statutory modification or re-enactment thereof), Article 36(d) of the Articles of Association of the Company and other approvals, as may be necessary, consent of the Members be and is hereby accorded for payment of special incentive of Rs. 10 Lakhs (Rupees Ten Lakhs only) to Mr. E Rajeshkumar, (DIN: 10207780), Whole time Director of the Company for the Financial Year 2024-25.”

By Order of the Board
For Tuticorin Alkali Chemicals and Fertilizers Limited

Place: Chennai
Date: 1st July 2026

C S Vijayalakshmi
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with information as required under Schedule V of the Act setting out the material facts and reasons thereto and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular No. 03/2025 dated 22nd September 2025 has permitted companies to convene Annual General Meeting, Extra-ordinary General Meetings and passing of Resolutions through Postal Ballot by E-Voting. Accordingly, the Company is conducting this Postal Ballot.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, **19th June 2026 (the Cut-off Date)** and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Limited (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
4. The Notice will be available on the website of the Company <https://www.tacfert.in/investors/voting/>, Bombay Stock Exchange www.bseindia.com and CDSL www.evotingindia.com.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI LODR as amended, the Company is pleased to provide E-Voting facility to all the Members of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E-Voting facility, enabling the Members to cast their votes electronically in a secure manner.
6. Detailed guidance for participating in the Postal Ballot through E-Voting is appended to this Notice.
7. The E-Voting period begins on **Thursday, 2nd July 2026 (9:00 AM IST)** and ends on **Friday, 31st July 2026 (5:00 PM IST)**. The E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
8. The Board of Directors at their meeting held on 18th May 2026 have appointed M/s. KRA & Associates, Practising Company Secretaries, Chennai as a Scrutinizer to scrutinize the Postal Ballot / Remote E-Voting in a fair and transparent manner
9. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman/ Whole-time Director or to any person authorized by Chairman/ Whole-time Director of the Company who shall countersign the same.

10. The last date of voting, i.e., **Friday, 31st July 2026** will be taken to be the date of passing of the resolution in this Notice.
11. The results of the Postal Ballot will be announced within two working days of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website <https://www.tacfert.in/investors/voting/> and on the website of Central Depository Services Limited www.evotingindia.com. The results shall simultaneously be intimated to the Bombay Stock Exchange of India Limited where the shares of the Company are listed.
12. Members requiring any clarification may contact the Company Secretary at the registered office of the Company at the address given above or through e-mail viz., info@tacfert.com / secretary@tacfert.com or the RTA of the Company through e-mail viz. investor@cameoindia.com and online investor portal viz., <https://wisdom.cameoindia.com/company>
13. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity, has been duly registered or provided to the Scrutinizer through e-mail: gkrkgram@yahoo.in
14. Members holding shares in physical form are advised to update / modify any information relating to shares held in physical form. Kindly refer to the procedure as laid down in the website of the Company <https://www.tacfert.in/investors/investor-services-for-physical-shares> and follow the procedure.
15. Members holding shares in dematerialisation mode may kindly contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the Company by email has been duly exercised and registered with the DP, so that all the communications are duly received.
16. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 **Thursday, 2nd July 2026 (9:00 AM IST)** and ends on **Friday, 31st July 2026 (5:00 PM IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **19th June 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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. 2) 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 3) 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

	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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.

- (iv) 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Tuticorin Alkali Chemicals and Fertilizers Limited on which you choose to vote.
- (ix) 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.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address: gkrkgram@yahoo.in and to the Company at the email address viz; info@tafert.com / secretary@tafert.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

If you have any queries or issues regarding 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](tel:18002109911)

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

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

Mr. E Rajeshkumar, aged about 50 years, is an engineering graduate specialized in Chemical Engineering, having more than 30 years of experience. He has both operational and technical services background. He was appointed as Whole-Time Director of the Company by the Board of directors at their meeting held on 07th July, 2023 based on the recommendation of the Nomination and Remuneration Committee for a period of 3 years effective from 8th July 2023 to 7th July 2026. Subsequently he was appointed by the Shareholders of the company at their meeting held on 25th September, 2023.

Brief Background:

Mr. E. Rajeshkumar, Whole-time Director, provides strategic leadership for the Company's modernization and expansion initiatives through his active involvement in the planning and execution of key developmental projects. He is responsible for the overall management of the Company, including strategic decision-making, operations, production, risk management, human resources etc., His vision is focused on driving sustainable growth, enhancing operational excellence, and achieving the Company's long-term objectives.

Under his leadership, the Company is advancing several strategic priorities, including the transition to greener energy, achieving net-zero carbon emissions, increasing production capacity, improving raw material efficiency, reducing specific consumption, strengthening research and development etc.,

Prior to his current role, Mr. Rajeshkumar was associated with Southern Petrochemical Industries Corporation Limited (SPIC) and Greenstar Fertilizers Limited. He joined SPIC in 1996 as an Engineering Management Trainee and has held several key positions across the organization, gaining extensive experience in plant operations, engineering, and process optimization. With his strong expertise in both operations and plant design, he has successfully led troubleshooting and performance improvement initiatives.

Mr. Rajeshkumar is a specialist in energy management and is a Certified Energy Auditor accredited by the Bureau of Energy Efficiency, Government of India, under the Ministry of Power. He has also authored several technical articles during his career, and his scholarly contributions have been recognized with awards from the Fertilizer Association of India (FAI).

The Board acknowledges and appreciates his continuous support in strengthening the Company's operational capabilities and business growth prospects. Considering his performance and contribution to the Company, the Board of Directors believes that his continued association will be beneficial to the Company and therefore based on the recommendation of the Nomination and Remuneration Committee Meeting held on 18th May 2026 recommends his appointment to the Members of the company for their approval for a further period of 3 years from 8th July 2026 to 7th July 2029 at the remuneration as specified in the resolution.

The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. The Whole-time Director shall adhere to the Company's Code of Conduct.

Pursuant to Regulation 17(1C)(a) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, approval of Shareholders for appointment of a person on the Board of Directors shall be obtained at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. As we do not anticipate a General Meeting in the next three months, approval of the Shareholders is being sought now by Postal Ballot.

The Company has received the consent and necessary documents such as declaration and confirmation from Mr. E Rajeshkumar as required under the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder and also declaration confirming that he is not disqualified/debarred from being appointed as a Director in terms of Section 164 of the Companies Act, 2013/by virtue of any SEBI order or any other such authority.

The following Explanatory Statement sets out the material facts on subjects referred in Item No.1 of the Postal Ballot Notice:

The Statement as per Clause (IV) of second proviso to Para B under Section II, Part II of Schedule V of the Companies Act,2013:

I. General Information			
(1) Nature of industry	The Company is primarily engaged in the manufacture and sale of Ammonium Chloride Fertilizer and other grades, Soda Ash, both Light & Dense, and Sodium Bicarbonate		
(2) Date or expected date of commencement of commercial production	The Commercial production of Ammonium Chloride and Soda Ash, the main products of the Company, commenced on 1 November,1982.		
(3) Financial performance based on given indicators	Financial Year	Revenue from Operation (Rupees in Crores)	Profit / (loss) after Tax (Rupees in Crores)
	2022-23	510.95	101.18
	2023-24	320.36	69.61
	2024-25	309.48	62.18
II. Information about the appointee			
(1) Name of the Director	Mr. E Rajeshkumar		
(2) Background details	Mr. E Rajeshkumar, aged about 50 years, is an engineering graduate specialized in Chemical Engineering. He has an overall experience of 30 Years. He joined the company as Whole time Director on 8 th July 2023. Prior to his current role, Mr. Rajeshkumar was associated with SPIC and Greenstar Fertilizers Limited. Since joining SPIC in 1996 as an Engineering Management Trainee, he has held several key positions, building extensive expertise in plant operations, engineering, process optimization, and performance improvement.		
(3) Past remuneration	Rs. 65 Lakhs per annum for the FY 2025-26		
(4) Recognition or award	None		
(5) Job profile and his suitability	The duties and responsibilities of Whole-time director include to manage day-to-day operations of the Company, handling all operational &		

	technical activities, projects, safety, human resource and all other allied functions or such other responsibilities as may be specified by the Board.
(6) Remuneration proposed	As stated in the resolution.
(7) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is reasonable considering the industry standards, the size of the Company and the responsibilities of Mr. E Rajeshkumar.
(8) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Nil
III. Other information	
(1) Reasons for loss or inadequate profit	The company is making consistent continuous profits for the past three years; the accumulated losses are not wiped off. Thus, profit as per section 198 is negative due to losses in the earlier years.

The Board of directors recommend the aforesaid resolution for the approval of members by way of special resolution.

Upon approval from the members, Mr. E Rajeshkumar will be appointed as Wholetime director of the company from 8th July,2026 to 7th July,2029.

Disclosure of Interest:

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

The details as required under Regulation 36 of SEBI (LODR) Regulations,2015 is enclosed as **Annexure -I.**

ITEM No:2

The Company has achieved a Profit After Tax (PAT) of Rs.62 Crores for Financial Year 2024-25. In recognition of the valuable contribution made by employees towards the growth of the organization, the Board of Directors of the Company at their Meeting held on 12th February 2026, based on the recommendation of the Nomination and Remuneration Committee approved the payment of special incentive for FY 2024-25 to Mr. E Rajeshkumar, Whole-Time Director of the Company as part of the Special Incentive Programme of the Company.

This reward is proposed to be paid to Mr. E Rajeshkumar for his high and remarkable contribution to the Company. The special incentive payable to Mr. E Rajeshkumar would be considered as Managerial Remuneration. As per Section 197 read with Section II schedule V of the Companies Act, 2013, the remuneration is in excess of the limits prescribed, shall be approved by the members by way of special resolution.

Accordingly, the Board recommends for approval of Shareholders, the Special Resolution in relation to payment of special incentive to Mr. E Rajeshkumar as set out in the Notice of Postal Ballot.

Upon approval of the shareholders, the special incentive for the Financial 2024-25 under Item no: 2 would be paid to the Mr. E Rajeshkumar, the Wholetime director of the company.

Memorandum of Interest:

None of the Directors / Key Managerial Personnel of the Company or their relatives are interested in this Resolution.

Annexure -I

Details of Mr. E Rajeshkumar seeking appointment [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name	Mr. E Rajeshkumar
2.	Date of Birth (Age in years)	24 th August 1975 (50 years)
3.	Nationality	Indian
4.	Qualifications	Details furnished in explanatory statement
5.	Brief resume of the Director	
6.	Nature of expertise in specific functional areas	
7.	Terms and conditions of appointment	
8.	Details of remuneration	
9.	Remuneration last drawn for FY 2025-26	
10.	Date of first appointment on the Board	8 th July 2023
11.	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the Company	Mr. E Rajeshkumar is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12.	No. of Board Meetings attended during the year	All 5 Board Meetings held during FY 2025-26 and 1 Board Meeting held during FY 2026-27 (held on 18 th May 2026)
13.	Names of Listed entities/other Companies in which the person also holds the directorship and the Membership of Committees of the Board	Nil
14.	Listed entities from which the person has resigned in the past three years	Nil
15.	Shareholding in the Company	500 Equity Shares