

## Notice to the Shareholders

NOTICE is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of Tagros Chemicals India Pvt Ltd will be held on Monday, September 6, 2021 at 3.00 P.M at its Registered office "Jhaver Centre", Rajah Annamalai Building, 4<sup>th</sup> Floor, 72, Marshalls Road, Egmore Chennai 600 008 to transact the following items of business:

### ORDINARY BUSINESS

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

RESOLVED THAT the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the year ended 31<sup>st</sup> March, 2021, the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.

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

RESOLVED THAT the Interim Dividend OF Rs.5140/- per equity share of Rs.10/- each declared by the Board of Directors on 04.03.2021 and paid for the financial year ended 31.03.2021 be and is hereby confirmed and recorded as Final Dividend.

### SPECIAL BUSINESS

3. 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 139(8) of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any modification(s), clarifications, exemptions or re-enactments, thereof for the time being in force) and pursuant to the recommendation of the Board of Directors, M/s. S.R. Batliboi & Associates LLP, having Membership No./ FRN 101049W/E300004, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company. to fill the casual vacancy caused by the resignation of M/s. Mahadev & Co, Chartered Accountants, having FRN .0019245.



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayankuppam, Gudalore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91 - 04142 - 239375

**Mumbai Offi:** Unit No. 505, 5th Floor, Atrium – 2, ( Kanakia) Andheri Kurla Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No : 022-61112700

RESOLVED FURTHER THAT M/s. S.R. Batliboi & Associates LLP having Membership No./ FRN 101049W/E300004, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed with the Board of Directors.

RESOLVED FURTHER THAT pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. S.R. Batliboi & Associates LLP having Membership No./ FRN 101049W/E300004, Chartered Accountants as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this 28th Annual General Meeting till the conclusion of 33th Annual General Meeting of the Company , at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.

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

RESOLVED THAT Mr Kuppusamy Rajagopal (DIN 02600285 ),who was appointed as an Additional Director of the Company with effect from 02.06.2021 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of the Annual General meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retirement by rotation.

5. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor, Mr Raju Iyer, appointed by the Board of Directors of the



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayarkuppam, Cuddalore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91-04142 - 239375

**Mumbai Offi:** Unit No. 505, 5th Floor, Atrium – 2, ( Kanakia) Andheri Kurla Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No : 022-61112700



Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022, be paid a remuneration of Rs 1,00,000 lakh (Rupees One Lakh only) per annum excluding service tax and travel and reimbursement of out-of-pocket expenses.

Regd. Office:

72, Marshalls Road

Jhaver Centre

Rajah Annamalai Building 4<sup>th</sup> Floor

Egmore, Chennai 600008

By Order of the Board

S/d

Parikshith Jhaver

Director

DIN 00341448

September 1, 2021

#### Notes:

1. A member entitled to attend and vote at the Annual General meeting (meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. For appointment of a proxy to be effective, the proxy form (enclosed) shall be duly filled, stamped, executed and lodged with the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting
4. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos. 3 to 5 of the Notice to be transacted at the AGM is annexed hereto.



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayankuppam, Cuddalore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91 - 04142 - 239375

**Mumbai Offi:** Unit No. 505, 5th Floor, Atrium – 2, ( Kanakia ) Jhaver Kuria Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No. : 022-61112700



5. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days up to the date of the AGM

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

### Item No. 3

The members of the Company at the 24<sup>th</sup> Annual General Meeting held on 30.09.2017 had approved the appointment of M/s Mahadev & Co., Chartered Accountants, Chennai, having FRN.: 0019245 as the Statutory Auditors of the Company for a term of five years till the conclusion of 29<sup>th</sup> Annual General Meeting. M/s. Mahadev & Co., Chartered Accountants, Chennai has tendered their resignation as the Statutory Auditors of the Company, expressing their inability due to preoccupation with more assignments and Covid-19, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 30.08.2021 as per section 139(8) of the Companies, Act, 2013. In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

The Board at its meeting held on 1<sup>st</sup> September 2021 have approved the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants, having Membership No./ FRN 101049W/E300004, as the Statutory Auditors of the Company.

Accordingly, based on the recommendation of the Board and confirmation received from M/s. S.R. Batliboi & Associates having Membership No./ FRN 101049W/E300004, Chartered Accountants on their eligibility, the Board recommends to the members for the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company :

- a. to fill the casual vacancy caused by the resignation of M/s. Mahadev & Co, Chartered Accountants, Chennai : and



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayankuppam, Coimbatore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91-04142 - 239375

**Mumbai Off:** Unit No. 505, 5th Floor, Atrium – 2, ( Kanakia) Andheri Kurla Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No : 022-61112700





- b. for a period of five years, from the conclusion of the 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2026.

In regard to appointment of Statutory Auditors referred to in item no. 3 of the Notice, the brief profile of the Auditors is as under:

M/s. S.R. Batliboi & Associates LLP (FRN 101049W/E300004), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a Limited Liability Partnership Firm ("LLP") incorporated in India. It has its Registered Office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India.

The Audit Firm has a valid Peer Review Certificate and is part of S.R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. of the Notice. The Directors recommend the resolution for approval by the members.

#### Item No.4

Mr. Kuppusamy Rajagopal (DIN 02600285) was appointed as an Additional Director at the meeting of the Board of Directors held on 02.06.2021 and he will hold office at the ensuing Annual General Meeting. Notice has been received by a member of the Company proposing the appointment of Mr. Kuppusamy Rajagopal (DIN) as Director of the Company. The Board of Directors recommend the above resolution for the approval of the shareholders. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Kuppusamy Rajagopal, are in any way interested or concerned, whether financially or otherwise, in this resolution.



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayankuppam, Coimbatore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91 - 04 142 - 239375

**Mumbai Offi:** Unit No. 505, 5th Floor, Atrium - 2, ( Kanakia) Andheri Kurla Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No : 022-61112700

## Item No.5

The Board has approved the appointment of the Cost Auditor, M/s. Raju Iyer at a remuneration of Rs 1,00,000/-.(Rupees One Lakh only) per annum plus taxes, as applicable, travel and reimbursement of out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022. In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for passing the resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022. The board recommends the resolution set forth in the Notice for the approval of the Members. The ordinary resolution as set out under Item No. 5 of the Notice is accordingly submitted to the members for consideration. None of the Directors / key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.



**Works 1** : A-4/1,2 & 3 Sipcot Industrial Complex, Pachayankuppam, Cuddalore - 607 005, Tamil Nadu. Phone : +91-04 142 - 239373, 239374, Fax : +91 - 04142 - 239375

**Mumbai Offi:** Unit No. 505, 5th Floor, Atrium – 2, ( Kanakia) Andheri Kurla Road, Near Hotel, Courtyard Marriott, Andheri (E) Mumbai 400093. Tel No : 022-61112700