

Notice to the Shareholders

NOTICE is hereby given that the Thirtieth Annual General Meeting of Tagros Chemicals India Pvt Ltd will be held on Friday, September 29, 2023 at 2.30 P.M at its Registered office "Tagros House", 4th Floor, No.4(Old 10), Club House Road, Anna Salai, Chennai 600 002 at shorter Notice 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 financial year ended 31st March, 2023 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.

SPECIAL BUSINESS

2. 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 remuneration of Rs.1,00,000/- (Rupees One Lakh only) per annum (excluding taxes, as applicable and travel and reimbursement of out-of-pocket expenses), payable to the Cost Auditor, Mr Raju Iyer, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024, be and is hereby ratified.



Mumbai : Unit No. 505, 5th Floor, Atrium - 2 (Kanakia), Andheri Kurla Road,
Near Hotel Courtyard Marriott, Andheri (E), Mumbai - 400 093. Phone : +91 22 - 61112700
Works 1 : A-4/1, 4/2, 4/4, 4/5 & 3/1, SIPCOT Industrial Complex, Pachayankuppam, Cuddalore - 607 005.
Tamil Nadu. Phone : + 91-04142 - 239373, 239374, 285340. Fax : +91 - 04142 - 239375
Works 2 : Plot No : 43/1 & 43/3, Amod Road, GIDC, Dahej 1, Taluka Vagra, Dist. Bharuch, Gujarat - 392 130.
Phone : +91-7043999575
Works 3 : Plot No : 2901 to 2906 & 2806, GIDC, Panoli, Ankleshwar, Dist. Bharuch, Gujarat - 394 116.
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Works 4 : Plot No : 133 & 134, GIDC Estate, Ankleshwar, Dist. Bharuch, Gujarat - 393 002. Phone : +91-7069045834

3. 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 applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Mr. Sunish Kuttappan Nair (DIN 06841753) , who was appointed by the Board of Directors as an Additional Director and Whole-time Director of the Company of the Company with effect from May 25, 2023 and who holds office up to the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director and designated as Whole time Director of the Company and his appointment as Whole time Director shall be for a period of five years with effect from the date of the Annual General Meeting of the Company i.e. September 29, 2023 to September 28, 2028.

RESOLVED FURTHER as the Company being a Private Limited and consequent upon non applicability of the provisions / limits on payment of Remuneration to the Directors/ Whole time Directors, the consent of the shareholders is hereby accorded to the Board of Directors of the Company to pay the remuneration as may be decided and approved by the Board of Directors.

RESOLVED FURTHER THAT the Remuneration paid be and is hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.

Regd. Office:

"TAGROS HOUSE"

4th Floor, No.4(Old 10),

Club House Road, Anna Salai

By Order of the Board


V. Kalliasam

Sr. Vice President-Finance

Place: Chennai 600 002

Date: 25.09.2023



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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. 2 & 3 of the Notice to be transacted at the AGM is annexed hereto.
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.



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

Item No. 2

The Board has approved the appointment of the Cost Auditor, Mr. 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, 2024.

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, 2024. 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. 2 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.

Item No. 3

A Resolution by Circulation bearing No. 1/2023-24 was passed by majority of Directors on May 19, 2023 appointing Mr. Sunish Kuttappan Nair (DIN 06841753) as an Additional Director with effect from May 25, 2023 pursuant to Section 161 of the Companies Act, 2013 ("the act") and he holds office up to the date of ensuing Annual General Meeting of the Company.

Further, the Board also approved the appointment of Mr. Sunish Kuttappan Nair as Whole Time Director of the Company. The Company has received consent in writing to act as Director pursuant to the applicable provisions of the Act and the Rules framed thereunder. Further, he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail his services as Director.



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Accordingly, the Board of Directors recommends the appointment of Mr. Sunish Kuttappan Nair as Director and Whole Time Director of the Company for a period of 5 years effective from the date of AGM 2023 i.e. from September 29,2023 to September 28,2028 on the terms and conditions of appointment, remuneration as approved by the Board of Directors.

Brief profile of Mr. Sunish Kuttappan Nair is given for the reference of the members. None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the members.

Particulars of Directors seeking Appointment as per Secretarial Standard

Name of the Director	Sunish Kuttappan Nair
DIN Number	06841753
Age	56 years
Qualification	B. E. (Chemical Engineering) from Mumbai University
Experience	Mr Sunish Kuttappan Nair is currently serving as an Executive Director (Manufacturing) in Tagros Chemicals India Pvt Ltd. He has rich experience in Agrochemical industry.
Remuneration last drawn (2022-23) in Lakhs	Rs.177 Lakhs
Remuneration proposed to be paid	Rs.177 Lakhs per annum and as may be decided and approved by the Board of Directors from time to time during the tenure of his appointment.
Date of first appointment on the Board	02.05.2019
Terms and conditions of appointment / reappointment	Appointed for a period of 5 years with effect from the date of the Annual General Meeting 2023 i.e. from September 29,2023 to September 28,2028.
No. of shares held in the Company as on 31.03.2022	No shares are being held by him
Relationship with other Directors / Key Managerial Personnel	NIL
No. of meetings of the Board attended during the year (2022-23)	NIL
Directorship in other Companies	NIL
Chairmanship/Membership Committees of other Companies	NIL



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