



## **T C M Limited**

(Formerly Travancore Chemical & Mfg.Co.Ltd.)

### **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 79th Annual General Meeting of the members of TCM Limited will be held at 03.00 p.m. on Friday, 29th September 2023 at Bharat Hotel, Ernakulam, to transact the following business.

#### **Ordinary Business**

1. To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 along with the reports of the Directors and the Auditors thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and report of Auditors.
2. To appoint a Director in the place of Mrs. Rani Jose [DIN:00614349] who retires by rotation and being eligible, offers herself for reappointment.

#### **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 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, including any statutory notifications or re-enactments thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment of Mr. Joseph Varghese (DIN:0585755), Managing Director of the Company to hold office for a period of 5 (Five) years effective from 01st October 2023, on the following terms and conditions.”

- (i) Subject to the provisions of Section 197 and 198 of the Companies Act 2013 read with Schedule V to the said Act, in financial years where profit are adequate, the Company may pay a remuneration by way of salary, perquisites, dearness allowance, commission and other allowances together not exceeding 5 (Five) percent of the net profits of the Company and,
- (ii) In financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary, perquisites, dearness allowance and other allowances, as minimum remuneration not exceeding the limits specified in Part II, Section II of Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force.”

By Order of the Board  
For TCM Limited  
Sd/-

Gokul V. Shenoy  
Company Secretary  
Membership No: A56432

Date:- 14th August 2023  
Place:- Ernakulam

**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The proxy in order to be valid should be duly completed, signed and stamped and the same must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting. 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.**
2. In terms of Sec. 91 of Companies Act 2013 the register of members and the share transfer book of the company will remain closed from 23.09.2023 to 29.09.2023 (both days inclusive).
3. Members are requested to intimate any changes in their addresses to the share transfer agent M/s Cameo Corporation Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002 quoting their folio number.
4. Members are also requested to bring the attendance slip with them duly filled in and handover the same at the entrance of the venue.
5. Copy of the Annual Report, Accounts and reports are being sent by electronic mode to those members who have registered their email ids with the company or RTA. Also the same are placed on the company’s website [www.tcmlimited.in](http://www.tcmlimited.in). In case any member wishes to get a physical copy of the Annual report, please send a request to [cs@tcmlimited.in](mailto:cs@tcmlimited.in)
6. The statements pursuant to Section 102(1) of the Act, in respect of special business is annexed.
7. In compliance with the provisions of Section 108 of the Act and the relative rules, the company is providing its members the facility to exercise their right to vote at the ensuing AGM by electronic means and the business may be transacted through e-Voting services provided by M/s. Cameo Corporate Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002. The complete details of the procedures/ instructions for e-voting are annexed.

## ANNEXURE I - STATEMENT OF MATERIAL FACTS PURSUANT TO SEC. 102

### Item 3

The present Managing Director, Mr. Joseph Varghese was appointed for a period of 5 years with effect from 01st October 2018 on the terms and conditions approved by the shareholders in their meeting held on 28th September 2018. The five years tenure will expire on 30th September 2023. The Board of Directors has taken on record the resolution passed by Nomination and Remuneration Committee to re-appoint Mr. Joseph Varghese for a further period of Five years (5 years) effective from 01st October 2023, subject to the approval of ensuing AGM on such remuneration and terms as set out in the relevant resolution.

As per Schedule V to the Companies Act 2013, the remuneration payable to managerial personnel requires approval of shareholders in a general meeting. The resolution set out under item 3 of the notice is recommended for approval. This may also be treated as a memorandum issued pursuant to the provisions of Section 190 of the Companies Act, 2013.

None of the Directors, except Mr. Joseph Varghese the appointee, Smt. Rani Jose, being his wife, Mr. George Varghese, brother none of the directors, senior management personnel or their relatives are concerned or interested in the resolution.

The Board recommends this Resolution for your approval.

### ANNEXURE-II -Remote E-Voting facility:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 79th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has engaged the services of Cameo Corporate Services Limited as the authorized agency to provide the e-voting facilities. 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.

The company has appointed CS P K Krishnamurthy, Partner of M/s JKM Associates, Practicing Company Secretaries, Ernakulam as Scrutinizer, who shall within a period not exceeding two(2) working days from the conclusion of the e-voting period make a report of the votes cast in favour or against, if any, to the Chairman. The results will be declared on after the AGM. The results along with the scrutinizer's report will be available on the website of the company within the prescribed period.

## Annexure A

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2023 at 9.00 a.m. and ends on 28.09.2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2023 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) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

**(Pursuant to above said 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	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's 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 URL for users to login to EASI / EASIEST are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 or joining virtual meeting &amp; voting during the meeting.</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 detailst
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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- i) Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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.



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"> <li>• 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.</li> </ul>
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- ii) After entering these details appropriately, click on “SUBMIT” tab.
- iii) 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.
- iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for relevant TCM LIMITED on which you choose to vote.
- vi) 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.
- vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii) 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.
- ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi) 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.
- xii) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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 (Email:- [pkkmurthy09@gmail.com](mailto:pkkmurthy09@gmail.com)) and to the Company (Email:- [cs@tcmlimited.in](mailto:cs@tcmlimited.in)) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



### Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking appointment in the Annual General Meeting scheduled on Friday, 29th September 2023 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

#### 1. Mrs. Rani Jose (DIN : 00614349)

1.	Name	Rani Jose
2.	DIN	00614349
3.	Date of Birth / Age	31/05/1964/ Age-59 yrs
4.	Educational Qualification	Post Graduate
5.	Expertise in functional area	Business Management and Administration
6.	Date of first appointment on Board	26th March 2015
7.	Brief Resume including Experience	Director in the following companies for over two decades- 1. Elenjikal Aqua Marine Exports Ltd 2. Sree Mahalakshmi Food Industries Ltd Director in TCM Ltd since 26th March 2015
8.	Directorship held in other Companies	1. Elenjikal Aqua Marine Exports Ltd 2. Sree Mahalakshmi Food Industries Ltd 3. TCM Properties Pvt Ltd
9.	No.of shares held in the Company.	1392 Nos
10.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Wife of Shri. Joseph Varghese, Managing Director, TCM Limited
11.	No.of Board meetings attended during the year**	10 out of 10
12.	Details of membership in the Committee of the Board of the company.**	NIL
13.	Details of membership in Committee/s of the Board of other companies*	NIL
14.	Terms and conditions of appointment/ re-appointment including remuneration	Non-Executive, Non- Independent, Liable to Retirement by Rotation basis

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.

### Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking re-appointment in the Annual General Meeting scheduled on Friday, 29th September 2023 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

#### 1. Mr. Joseph Varghese (DIN : 00585755)

1.	Name	Joseph Varghese
2.	DIN	00585755
3.	Date of Birth / Age	14/11/1958/ Age-64 yrs
4.	Educational Qualification	Post Graduate
5.	Expertise in functional area	Business Management and Administration, Aquaculture, Infrastructure Development, Trading and Manufacturing Industries and International Trading
6.	Date of first appointment on Board	31st December 2005
7.	Brief Resume including Experience	Director in the following companies for over two decades- 1. Venkateswara Essences and Chemicals Pvt Ltd 2. Elenjikal Aqua Marine Exports Ltd Director in TCM Ltd since 31st Dec 2005.
8.	Directorship held in other Companies	1. iSpark Learning Solutions Pvt Ltd 2. TCM Healthcare Pvt Ltd 3. TCM Solar Pvt Ltd 4. Coastline Aviation Management Pvt Ltd 5. Elena Cold Chain Systems Pvt Ltd 6. Asset Homes TCM Townships Pvt Ltd
7.	No.of shares held in the Company.	35,30,535 Nos of Equity Shares
8.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Husband of Smt Rani Jose, Non-Executive Director of TCM Ltd Brother of Shri. George Varghese, Non-Executive Director, TCM Ltd
9.	No.of Board meetings attended during the year	10 out of 10
10.	Details of membership in the Committee of the Board of the company.	Audit Committee Nomination and Remuneration Committee Shareholders Relationship Committee
11.	Details of membership in Committee/s of the Board of other companies*	NIL
14.	Terms and conditions of appointment/ re-appointment including remuneration	Managing Director (Executive, Non-Independent) to hold office for a period of Five years effective from 01st October 2023 subject to the terms and conditions and remuneration mentioned in the Resolution 3 of the notice

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.