

**CHEMFAB ALKALIS LIMITED**  
(formerly known as **TEAMEC CHLORATES LIMITED**)  
(Regd. Office: 'TEAM House', GST Road, Vandalur, Chennai-600 048)  
CIN: L24290TN2009PLC071563

**NOTICE OF THE 10th ANNUAL GENERAL MEETING**

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held on Thursday, the 27th June, 2019 at Kalyan Homotel – A Sarovar Hotel, No.247, GST Road, Vandalur, Chennai – 600 048 at 09.30 A.M to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINANCIAL STATEMENTS:**

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

**“RESOLVED THAT** the Audited Financial Statements i.e., Balance Sheet of the Company as at 31st March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Board of Directors (“the Board”) and the Auditors thereon as presented to this Annual General meeting, be and are hereby approved and adopted”.

**2. DIVIDEND:**

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

**“RESOLVED THAT** a Dividend at the rate of Rs. 1.25 per Equity Share (12.50%) be and is hereby declared, on the fully paid-up Equity Shares of Rs.10/- each in the Paid-up Capital of the Company, to those Members whose names appear in the Register of Members of the Company as on the date of the Book Closure.”

**3. RETIREMENT BY ROTATION:**

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution

**“RESOLVED THAT** Mr. Suresh Krishnamurthi Rao (DIN: 00127809), Director, who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

**4.RATIFICATION OF COST AUDITOR’S REMUNERATION**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the decision to pay a Remuneration of Rs.1,50,000/- to Mr. A. Madhavan, the Cost Auditor of the Company for the year 2019 – 20, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified”.

**5. RE - APPOINTMENT OF MR. T. RAMABADRAN (HOLDING DIN: 00701503) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule – IV of the Act and General Circular No. 14/2014 dated 9th June 2014 of the Ministry of Corporate Affairs and as per regulation 17(1A) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Amendment Regulations 2018, Mr. T. Ramabadrans (holding DIN: 00701503) be and is hereby appointed as Independent Director of the Company as recommended by the Nomination and Remuneration Committee at its meeting held on 07.05.2019 for a second term consists of five years from 2019-2024, irrespective of his age, whose office shall not be liable to retire by rotation, be and is hereby approved.”

**6. REGULARIZATION OF APPOINTMENT MR.A.JANAKIRAMAN (HOLDING DIN: 01831854)**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule – IV of the Act and General Circular No. 14/2014 dated 9th June 2014 of the Ministry of Corporate Affairs and as per SEBI (LODR) Regulations, 2015,



Mr. A. Janakiraman, (holding DIN:01831854) who was appointed as an Non Executive - Independent Director during the year 2017 - 18 for a term of five years which extends up to 2021 - 22 and as per regulation 17(1A) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) (Amendment) Regulations 2018, be and is hereby approved to continue his office as a Non - Executive - Independent Director for a full term which extends up to 2021 – 22 irrespective of his age.

**7. REGULARIZATION OF APPOINTMENT  
MR. C.S. RAMESH (HOLDING DIN: 00019178)**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI (LODR) Regulations, 2015, Mr. C.S. Ramesh, (holding DIN:00019178) who was appointed as an Non Executive - Non Independent Director in the Board Meeting held on 26th April 2017 subsequently regularised at the Annual General Meeting held on 04th September 2017 and pursuant to regulation 17(1A) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) (Amendment) Regulations 2018, be and is hereby approved to continue his office as a Non – Executive - Non Independent Director, irrespective of his age, whose term of office is liable to retire by rotation.

By Order of the Board of Directors  
for **Chemfab Alkalis Limited**  
(formerly known as Teamec Chlorates Limited)

Sd/-

Place: Chennai  
Date: 07.05.2019

Dr.V.Rajesh,  
Company Secretary

**NOTES:**

1. A Member of the Company, who is entitled to attend and vote at this Annual General Meeting, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member.

2. Instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the time fixed for holding the Annual General Meeting. A Form of Proxy is enclosed.

3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business set out in the Notice is annexed hereto.

4. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19th March 2015, the Company is pleased to offer the option of E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend the Annual General Meeting can vote electronically/manually. The Company has appointed S.A Inbavadivu, Advocate in Practice, as Scrutinizer.

5. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have already not cast their votes by remote e-voting shall be able to exercise their right at the meeting.

6. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. “Remote e-voting” means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting.

7. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

8. Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.

9. The members are requested to bring their copy of Annual Report and duly filled attendance slips for attending the meeting.

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

The voting period begins on 24.06.2019 from 09.00 A.M and ends on 26.06.2019 at 05.00 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 (record date) of 20.06.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on Shareholders.  
 Now Enter your User ID  
 For CDSL: 16 digits beneficiary ID,  
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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 voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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. 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.
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After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 used by the demat holders for voting for resolutions of any other company also on which they are eligible to vote, if 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for Chemfab Alkalis Limited on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 14.06.2019. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**The Procedure and manner for e-voting are as under:**

In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

10. Members are requested to produce the Attendance Slip, sent along with the Annual Report, duly signed as per the specimen signature recorded with the Company for admission to the Meeting.

11. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier verification of attendance at the Meeting.

12. The Register of Members and the Share Transfer Books of the Company will remain closed from 21.06.2019 to 27.06.2019 (both days inclusive).

13. If and when approved by the Shareholders, the dividend will be paid / warrant will be posted before the expiry of 30 days from the date of the AGM.

14. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share Transfer Agents of the Company, Cameo Corporate Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002.

15. Members holding shares in physical form, in their own interest, are advised to dematerialize the shares to avail of the benefits of electronic holding/trading.

16. Members are requested to note that any dividend which remains un-encashed for a period of seven years will get transferred to Investor Education and Protection Fund in terms of Section 205 C of the Companies Act, 1956 or Section 124/125 of the Companies Act, 2013.

17. Members who have not encashed their dividend warrants in respect of Dividend declared for the year ended 31st March, 2013 and for any financial year thereafter may contact the Company immediately for revalidation of their dividend warrants.

**EXPLANATORY STATEMENT RELATING TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

At the Board Meeting held on the May 07, 2019, after considering the recommendation of the Audit Committee, the Directors appointed Mr. A. Madhavan, Cost Accountant, as the Cost Auditor of the Company for the year 2019 – 2020 on a remuneration of Rs.1,50,000/-. Pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

The Ordinary Resolution appearing in the Notice is sought to be passed for this purpose.

None of the Directors or the Key Managerial Personnel is interested or concerned in the passing of the Resolution.

**Item No. 5**

**RE - APPOINTMENT OF MR. T. RAMABADRAN (HOLDING DIN: 00701503) AS AN INDEPENDENT DIRECTOR**

The SEBI has amended its Securities and Exchange Board of India (SEBI) (LODR) Regulations, 2015 to give effect for the suggestions/ recommendations provided by the Committee under the Chairmanship of Mr. Uday Kotak with a view to enhancing the standards of corporate governance of listed entities in India.

One of the significant amendments is insertion of sub- regulation in Regulation 17(1), restricting the age limit to seventy-five (75) years for appointment or continuation of non-executive Directors in the Board, beyond which shareholders special approval is required.

Mr. T. Ramabadrán, was appointed by the board as Independent Director, w.e.f 26th April 2017, subsequently approved by the shareholders at the AGM held on 4th September 2017 for a period of one term consists of five years (i.e., from 2017 to 2022).

Owing to the age restrictions prescribed by new regulation, Mr. T. Ramabadrán has resigned from the position of Non – Executive Independent Director on March 28, 2019.

Considering his vast experience and immense knowledge of the industry, thereby contributing towards the growth of the Company, the Nomination and Remuneration Committee recommended the Board to seek special approval of the shareholders to re-appoint him as Independent Director in second term consists of five years.

The Special Resolution appearing in the Notice is sought to be passed for this purpose.

None of the Directors or the Key Managerial Personnel is interested or concerned in the passing of the Resolution.

**BRIEF RESUME OF MR. T. RAMABADRAN:**

Mr. T. Ramabadrán is a Fellow member of Indian Institute of Engineering and Life Member of Indian Pharmaceutical Association and has wide experience in the Engineering and Pharmaceutical Industry. He has held top management positions in different Organizations and has also worked in various capacities in M/s. Smith Kline Beecham Pharmaceuticals Ltd.

Mr. T. Ramabadrán holds Directorship in the following Company:

Name of the Company	Position
Pharmed Medicare Private Limited	Director

He holds 142 shares of the Company. He also holds 3900 fractional shares as per NCLT order.

None of the Directors or the Key Managerial Personnel is interested or concerned in the passing of the Resolution.

**ITEM No: 6**

**REGULARIZATION OF APPOINTMENT MR. A.JANAKIRAMAN (HOLDING DIN: 01831854)**

The SEBI has amended Securities and Exchange Board of India (SEBI) (LODR) Regulations, 2015 to give effect for the suggestions/recommendations provided by the Committee under the Chairmanship of Mr. Uday Kotak with a view to enhancing the standards of corporate governance of listed entities in India.

One of the significant amendments is insertion of sub-regulation in Regulation 17, restricting the age limit seventy-five (75) years for appointment or continuation of non-executive Directors in the Board, beyond which shareholders special approval is required.

Mr. A. Janakiraman was appointed by the board as Non – Executive Independent Director, w.e.f 26th April 2017, subsequently approved by the shareholders at the AGM held on 4th September 2017 for a period of one term consists of five years (i.e., from 2017 to 2022) is about to attain the age of 75 in the current financial year 2019-2020.

Pursuant to above said regulation, continuation of Mr. A. Janakiraman as Non- Executive Independent Director for a period of one term consists of five years (i.e., from 2017 to 2022) is required to be approved by the Shareholders by way of passing a Special Resolution.

The Special Resolution appearing in the Notice is sought to be passed for this purpose to complete his 1st term consists of five years (i.e., from 2017 to 2022) irrespective of his age.

None of the Directors or the Key Managerial Personnel is interested or concerned in the passing of the Resolution.

**BRIEF RESUME OF Mr. A. JANAKIRAMAN**

Mr. A. Janakiraman, is a graduate in B.Sc (Chemistry), B.Tech (Chem – Engg), I.I.T and has wide experience in the area of Petrochemicals. He retired as a President – New Business (Petroleum) from Reliance Industries Ltd in January 2010. He has worked in various capacities including responsibilities at senior level with Indian Oil Corporation, Herdilla Chemicals Ltd, Herdilla Polymers Ltd, Pasumai Irrigations Ltd and Chemplast Sanmar Ltd.

He does not hold any Directorship in any Company other than this Company, "Chemfab Alkalis Limited" which is listed in BSE and NSE.

Mr. A. Janakiraman holds Chairmanship/Membership on the following Committees of your Company:

1. Audit Committee; (Chairman)
2. Nomination and Remuneration Committee; (Member)
3. Risk Management Committee (Member) and
4. Corporate Social Responsibility Committee (Member)

There is no relationship between the Director inter-se as per regulation 16(1)(b)(viii) of SEBI (LODR) (Amendment) Regulations 2018 in this transaction.

**ITEM No: 7**

**REGULARIZATION OF APPOINTMENT MR. C.S. RAMESH (HOLDING DIN: 00019178)**

The SEBI has amended Securities and Exchange Board of India (SEBI) (LODR) Regulations, 2015 to give effect for the suggestions/recommendations provided by the Committee under the Chairmanship of Mr. Uday Kotak with a view to enhancing the standards of corporate governance of listed entities in India

One of the significant amendments is insertion of sub-regulation in Regulation 17, restricting the age limit seventy-five (75) years for appointment or continuation of non-executive Directors in the Board, beyond which shareholders special approval is required.

Mr. C.S. Ramesh was appointed in the board as Non-Executive Non Independent Director, w.e.f 26th April 2017, subsequently approved by the shareholders at the AGM held on 4th September 2017 and he is about to attain the age of 75 in the next financial year.

Pursuant to above said regulation, continuation of Mr. C. S. Ramesh as Non – Executive Director is required to be approved by the Shareholders by way of passing a Special Resolution.

The Special Resolution appearing in the Notice is sought to be passed for this purpose.

None of the Directors or the Key Managerial Personnel is interested or concerned in the passing of the Resolution.

**BRIEF RESUME OF MR. C.S. RAMESH**

Mr. C.S. Ramesh, is a Member of the Institute of Chartered Accountant of India with 50 years of experience in the areas of finance, Taxation, Auditing and Management. Mr. C.S. Ramesh does not hold any Directorship in any other listed Company other than this Company, "Chemfab Alkalis Limited" which is listed in BSE Limited and NSE. Mr. C.S. Ramesh holds Directorship in the following unlisted Company:

Company Name	Category
Titanium Equipment and Anode Manufacturing Company Ltd	Director

He is a member of the following Committee in our Company:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholder's Relationship Committee;
4. Risk Management Committee and
5. Corporate Social Responsibility Committee

He holds 58 shares of the Company;

There is no relationship between the Director inter-se as per regulation 16(1)(b)(viii) of SEBI (LODR) (Amendment) Regulations 2018 in this transaction.

By Order of the Board of Directors  
 for **Chemfab Alkalis Limited**  
 (formerly known as Teamec Chlorates Limited)

Place: Chennai  
 Date: 07.05.2019

Sd/-  
 Dr.V.Rajesh,  
 Company Secretary