

Notice

NOTICE is hereby given that the 25th Annual General Meeting (“AGM”) of the Members of the Company is scheduled to be held on Wednesday, the 29 September 2021 at 4:00 p.m. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt**
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended on 31 March 2021, together with the reports of the Board of Directors’ and Auditors’ thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 March 2021, together with the report of Auditors’ thereon.
2. **To confirm the interim dividend of ₹ 5 per equity share of ₹ 10 each of the company and consider the same as final dividend for the financial year ended on 31 March 2021.**
3. **To appoint a director in place of Mr. Chintan Nitinkumar Shah (DIN: 00183618) who retires by rotation and being eligible offers himself for reappointment.**

SPECIAL BUSINESS

4. **Ratification of remuneration payable to the Cost Auditors for the Financial Year 2021-22**

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 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of ₹ 60,000 (Rupees Sixty Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Y S Thakar & Co, Cost Accountants (FRN:000318) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year ended on 31 March 2022;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

5. **To Borrow money in excess of the paid-up share capital and free reserves of the Company.**

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 Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to

time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 300 Crore at any point of time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenure etc. for each borrowing and for such purpose create and place fixed deposits as collateral, execute loan agreement, Demand Promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

6. **Authority to create mortgages, charges and hypothecations on properties of the Company**

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 Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors for the creation of mortgages, charges and hypothecations, on all immovable and movable properties of the Company, both present and future, up to a limit of borrowings of ₹ 300 Crore (Rupees Three Hundred Crore only) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserve not set apart for any specific purpose in favour of lending Financial Institution(s)/ Corporate Body(s)/ person(s)/ Corporation(s) / Government (s) / Lenders (s) / Bank (s) for moneys borrowed or to be borrowed;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgages and / or charges and to execute the documents and such other

agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution.”

7. Authorization to invests, give guarantee or providing securities or investment made

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 provision of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to (i) give any loans to any person or other body corporate; (ii) to give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or government or in the form of bond, debenture, fixed deposit etc. as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 500 Crore (Rupees Five Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is higher as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to complete the formalities and sign and execute all the applications, letter or documents on behalf of the Company for giving/making loan, guarantee or investment and also authorized to do all other acts, things and deeds to give effect to this resolution.”

Date: 14 August 2021
Place: Vadodara

By Order of the Board of Directors

Sd/-
Apurva Dubey
Company Secretary and Compliance officer
Membership No. A41130

Registered Office

Plot No. 502/17 GIDC Estate,
Ankleshwar,
Bharuch-393002, Gujarat, India
CIN: U24232GJ1996PLC029894
Phone: +91 75748 48533/34
Fax: +91 265 263 8533
Website: www.tatvachintan.com
Email: cs@tatvachintan.com

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020, dated 8 April 2020, General Circular No.17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020 and Circular no. 02/2021 dated 13 January 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15 January 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 25th AGM of the Company is being convened and conducted through Video Conference (VC). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite and pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 5 May 2020 and General Circular No. 02/2021 dated 13 January 2021, physical attendance of the Members is not required. Hence Members will have to attend and participate in the ensuing AGM through VC / OAVM mode only.
3. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 25th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 25th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 read with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in respect of Special Business at item nos. 4 to 7 as set out above is annexed hereto.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by

writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, at B -102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Gujarat. Phone: 0265 2356573 / 6136000. E-mail: vadodara@linkintime.co.in

6. As per the provisions under the MCA Circulars, Members attending the 25th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has enabled the Members to participate at the 25th AGM through VC facility. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereafter in the Notice. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided below at Note No. 25. Such remote e-voting facility is in addition to voting that will take place at the 25th AGM being held through VC.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
10. As the AGM of the Company is held through VC / OAVM, we therefore request the Members to register themselves as speaker by sending their question / express their views from their registered E-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at E-mail Id - cs@tatvachintan.com on or before 26 September 2021. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Members and Share Transfer books shall remain closed from Tuesday, 21 September 2021 to Wednesday, 29 September 2021. (both days inclusive).
13. In line with the MCA and SEBI Circulars, the notice of the 25th AGM along with the Annual Report for the financial year 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.tatvachintan.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at URL: <https://instavote.linkintime.co.in>.
14. The following documents will be available for inspection by the Members electronically during the 25th AGM. Members seeking to inspect such documents can send an email to cs@tatvachintan.com.
 - a. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - b. All such documents referred to in the accompanying Notice and the Explanatory Statement.
15. Body Corporate Members are required to access the link <https://instavote.linkintime.co.in> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Further instructions has been set out at Note No. 25.
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 25.
17. Institutional investors are encouraged to attend and vote at the meeting through VC. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment at the AGM is attached as Annexure forming part of this Notice.
18. In case of any queries regarding the Annual Report, the Members may write to cs@tatvachintan.com to receive an email response. Members desiring any information as regards to accounts are requested to send an email to cs@tatvachintan.com 7 days in advance before the date of the meeting to enable the management to keep full information ready on the date of AGM.
19. The Annual Report alongwith the Notice of AGM will be available on Company's website on <https://www.tatvachintan.com>.
20. As per the MCA General Circular No. 20/2020 dated 5 May 2020 & General Circular No. 02/2020 dated 13 January 2021 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, the Annual Report will be sent through electronic mode to only those Members whose E-mail Ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant. Members of the Company

holding shares either in physical form or in dematerialised form as on Benpos date i.e. 27 August 2021 will receive Annual Report for the financial year 2020-2021 through electronic mode.

21. Members are requested to quote their Folio No. or DP ID/ Client ID, in all correspondence with the Company/Registrar and Share Transfer Agent.
22. Members are requested to notify any changes pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and in case of person holding share in physical form they may send the same to the Company's Registrar and Share Transfer Agent at Link Intime India Private Limited at B -102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara: 390 020, Gujarat, E-mail: vadodara@linkintime.co.in.
23. Investor Grievance Redressal:- The Company has designated Ms. Apurva Dubey, Company Secretary & Compliance Officer, Plot No. 353, GIDC, Makarpura, Vadodara-390010 GJ having Phone 75748 48533 and E-mail: cs@tatvachintan.com / rnt.helpdesk@linkintime.co.in to enable investors to register their complaints, if any.
24. As the 25th AGM is being held through VC, the route map is not annexed to this Notice.

25. INFORMATION AND OTHER INSTRUCTION RELATING TO E-VOTING

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India, as amended from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by Link Intime India Private Limited.
- b) The Board of Directors has appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial

owner (in case of electronic shareholding) as on the cut-off date i.e. 22 September 2021.

- d) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22 September 2021 only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.
- e) The remote e-voting period commences on 26 September 2021 at 9.00 a.m. and ends on 28 September 2021 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22 September 2021 may cast their votes electronically.
- f) The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing and declare the result of the voting forthwith.
- g) The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website <https://www.tatvachintan.com> and on the website of the BSE Limited and National Stock Exchange of India Limited. Members may contact at E-mail Id vadodara@linkintime.co.in or rnt.helpdesk@linkintime.co.in for any grievances connected with voting by electronic means.
- h) The resolutions shall be deemed to be passed on the date of the Meeting, subject to the same being passed with requisite majority.
- i) The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- j) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Pursuant to above circular, Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • 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.nsd.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 or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once 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 & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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
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 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Instructions for Shareholders/ Members to attend the Annual General Meeting of Tatva Chintan Pharma Chem Limited

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/ Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Vote during the Annual General Meeting

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through Insta Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to

fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

For a smooth experience of viewing the AGM proceedings of the Company. Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under.

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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

ITEM NO. 4

Based on the recommendation of the Audit Committee, the Board of Directors had appointed M/s. Y S Thakar & Co, Cost Accountants (FRN:000318) as Cost Auditors of the Company for auditing the cost records maintained by the Company for the financial year 2021-22 and also fixed their remuneration for the said purpose. Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified and confirmed by the members of the Company.

The Board recommends the resolution set forth in Item No. 04 for approval of the Members by way of an Ordinary Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution.

ITEM NO. 5 & 6

At the Board Meeting held on 14 August 2021, it was unanimously resolved that subject to approval of the members, the borrowing limits of the company be enhanced to ₹ 300 Crore which would be in excess of the paid-up share capital and free reserves while borrowing from the Banks/Financial Institutions etc. while borrowing, your company may create charge on its assets and therefore it also proposes to obtain the consent of shareholders under section 180(1) (a) of the Companies Act, 2013 in line with limits as specified under Section 180(1)(c) as provided in the resolution.

The object of obtaining consent of members under section 180(1) (a) and 180(1)(c) of the Companies Act, 2013 is in anticipation that the Company would further expanding its activities in future and may need additional financial assistance for capital expenditure as well as working capital expenditure and upon such borrowings, the Company may need to create charge on its assets as per the requirements of lenders such as Banks, Financial Institutions etc.

To avoid the exigencies at last moments, the Board propose to get the consent of shareholders for borrowings up to ₹ 300 Crore under Section 180(1)(c) of the Companies Act, 2013 and to create charge on the assets of the Company by way of mortgage/hypothecation etc. to that extent the fund is being borrowed in favour of such lenders.

In the interest of the Company you are therefore requested to accord your consent to the Resolution No. 05 and 06.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

At the Board Meeting held on 14 August 2021, it was unanimously decided by the Board of Directors to obtain consent of the shareholders under Section 186 of the Companies Act, 2013 to

enable the Company to invest its idle funds which are temporarily not required for its day-to-day operations and is in excess of 60% of paid-up share capital and free reserves or 100% of its free reserves whichever is more. Considering the anticipated turnover and profits, the Company may generate fund from its operations which temporarily will not be used for the objects and keeping the said fund in idle form in the Banks under CC accounts/current accounts will not generate reasonable returns/yields and therefore the Board is of the view that the said fund be temporarily deployed in the form of securities/debts/bonds/commercial papers/Fixed Deposits or any other form which would be in the interest of the Company and gives reasonable return on the same.

Section 186 of the Companies Act, 2013 empowers the Board to give loan to any person or other body corporate/ give guarantee or provide security in connection with a loan to any other body corporates or persons and to acquire securities of any other body corporates to the extent of 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is higher. In case if the Company wishes to invest its fund in excess of limits mentioned above, the Company can do so with the consent of shareholders by way of a Special Resolution.

You are therefore requested to accord your consent to the resolution at serial No. 7 empowering the Company to invest its fund to the tune of ₹ 500 Crore in the form as mentioned above.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

Date: 14 August 2021

Place: Vadodara

By Order of the Board of Directors

Sd/-

Apurva Dubey

Company Secretary and Compliance officer

Membership No. A41130

Registered Office

Plot No. 502/17 GIDC Estate,

Ankleshwar,

Bharuch-393002, Gujarat, India

CIN: U24232GJ1996PLC029894

Phone: +91 75748 48533/34

Fax: +91 265 263 8533

Website: www.tatvachintan.com

Email: cs@tatvachintan.com

ANNEXURE TO THE NOTICE AND EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE) AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Chintan Nitinkumar Shah
Directors Identification Number (DIN)	00183618
Age	48 years
Qualification	Bachelor of Engineering (Computer Science)
Experience, expertise in specific functional areas and Brief Resume	Mr. Chintan Shah has over 24 years of experience in the specialty chemical manufacturing industry.
Date of first Appointment on the Board of the Company	12 June 1996
Shareholding in Tatva Chintan Pharma Chem Limited	48,97,219 shares as at 14 August 2021
Terms and conditions for Re-reappointment	Period of Appointment :-Five years commencing from 1 February 2021, the date of appointment upto 31 January 2026. Remuneration:- ₹ 1,44,00,000 (Rupees One Crore Forty Four Lakhs only) per annum
Remuneration sought to be paid	₹ 1,65,03,252 per annum
Remuneration last drawn	₹ 1,44,00,000 per annum
Number of Meetings of the Board attended during the year	10
List of Directorship held in other companies	NA
Membership/Chairmanship in committees of other companies as on 31 March 2021	Mr. Chintan Shah does not hold any membership/Chairmanship in committees of other companies
Names of Listed Entities from which Director has resigned in the past three years	Not Applicable
Relationship with other Directors, Manager and other KMP	Mr. Chintan Shah does not have any relationship with other Directors, Manager and Other KMP which may create conflict of interest.