



# Thirumalai Chemicals Limited

Third Floor, RR Tower 4, T V K Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India.  
Telephone : +91 44 4012 3333 Email : info@thirumalaichemicals.com Website : www.thirumalaichemicals.com

CIN : L24100MH1972PLC016149

Date: June 24, 2014

Dr. S.RamaIyer,  
Chairman,  
32, Rashmi, DeMonte Park Rd.,  
Bandra(W), Mumbai -400050.

Dear Rama Iyer,

Sub.: Appointment of Independent Director

I am writing to confirm your appointment on the Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as TCL or the Company) as an Independent Director under provisions of the Companies Act, 2013 with effect from August 06, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

## 1. Appointment

Your appointment is subject to approval by the Shareholders under the provisions of the Companies Act, 2013. Your appointment is subject to the provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges.

## 2. Committees

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

## 3. Commitment

As a Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. Besides, there are other Committees, including the Business review committees, Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee meetings which are ordinarily convened twice in a year. You will be expected to attend the Board and such Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

## 4. Role and Duties

There are certain duties prescribed for all Directors, which are fiduciary in nature and are as under:

I. You shall act in accordance with the Company's Articles of Association.

II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

III. You shall discharge your duties with due and reasonable care, skill and diligence.

IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

VI. You shall not assign your office as Director and any assignments so made shall be void.

#### **5. Status of Appointment**

You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time. Further, you will also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time, as under the provisions of Companies Act, 2013.

#### **6. Reimbursement of Expenses**

In addition to the remuneration described in paragraph 5 the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

#### **7. Insurance**

It is intended that TCL will assume and maintain Officers' liability insurance for the full term of your appointment.

Please accept these terms of appointment relating to your appointment as an Independent Director of TCL, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely  
For and on behalf of Thirumalai Chemicals Limited

R. Parthasarathy  
Managing Director (DIN: 00092172)

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed .....  ..... Date: June 24, 2014

Name: Dr. S. Rama Iyer (DIN: 00076549)



### **Profile of Dr. S. Rama Iyer**

Dr. S. Rama Iyer, 74 years, has been a Director of the Company since 25th November, 1997. He is a Phd, M.I.Chem.E and a reputed Technocrat with vast experience and knowledge. He retired as the Executive Chairman of Aker Kvaerner Powergas Ltd.

#### *Other Directorships as on 06/08/2014*

- Larsen & Toubro Infotech Ltd.
- Gujarat Flurochemicals Ltd.
- Deepak Fertilizers & Petrochemicals Ltd.
- Equirus Capital Pvt. Ltd.
- INox Wind Ltd.
- INOX Renewables Limited
- INOX Wind Infrastructure Services Ltd.
- INOX Renewables ( Jaisalmer ) Limited



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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr.P.Shankar, IAS (Retd.),  
B2 Alsa Grove, 19 Gilchrist Avenue,  
Harrington Road,  
Chennai 600031.

Dear Shankar,

Sub.: Appointment of Independent Director

I am writing to confirm your appointment on the Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as TCL or the Company) as an Independent Director under provisions of the Companies Act, 2013 with effect from August 06, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

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**6. Reimbursement of Expenses**

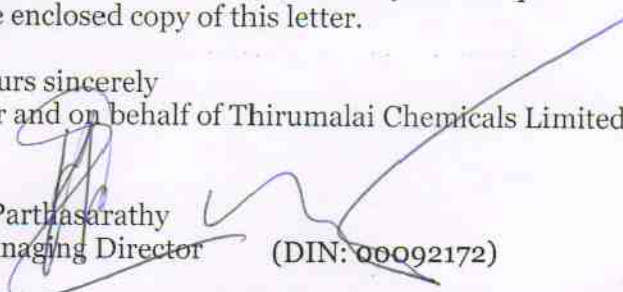
In addition to the remuneration described in paragraph 5 the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

**7. Insurance**

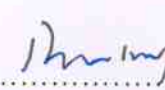
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Please accept these terms of appointment relating to your appointment as an Independent Director of TCL, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely  
For and on behalf of Thirumalai Chemicals Limited

  
R. Parthasarathy  
Managing Director (DIN: 00092172)

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed  Date: June 24, 2014

Name: P. Shankar (DIN: 01638317)



#### Profile of Mr. P. Shankar

Mr. P. Shankar, 70 years, retired as Central Vigilance Commissioner of India in September 2006. He joined the Indian Administrative Service in 1966 after acquiring a post-graduate degree in Economics from the Madras University. In a distinguished career he has served as the Chief Secretary of Tamil Nadu and as Secretary to the Government of India in the Departments/Ministries of Heavy Industry: Sugar, Food and Public Distribution and Petroleum. He has rich experience in the field of Industrial Management and Administration, and Governance

#### *Other Directorships as on 06/08/2014*

- AVT Natural Products Ltd.
- A.V.Thomas & Co. Ltd.



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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr. A. Janakiraman,  
Shresht', No.14, (Old No.48),  
Kasturi Rangan Road, Alwarpet,  
Chennai – 600 018.

Dear Janakiraman,

Sub.: Appointment of Independent Director

I am writing to confirm your appointment on the Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as TCL or the Company) as an Independent Director under provisions of the Companies Act, 2013 with effect from August 06, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

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For and on behalf of Thirumalai Chemicals Limited

R. Parthasarathy  
Managing Director (DIN: 00092172)

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed  Date: June 24, 2014

Name: A. Janakiraman (DIN: 01831854)



### Profile of Mr. A. Janakiraman

Mr. A. Janakiraman, 69 years, is B.Sc (Chemistry), B.Tech (Chem-Engg), I.I.T and has wide experience in the area of Petrochemicals. He retired as President – New Business (Petroleum) Reliance Industries Ltd. in January, 2010. He has worked in various capacities with Indian Oil Corporation, Herdilla Chemicals Ltd, Herdilla Polymers Ltd, Pasumai Irrigations Ltd, and Chemplast Sanmar Ltd.



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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr. N.Subramanian,  
38 Defence Colony,  
Guindy PO,  
Chennai 600032.

Dear Subramanian,

Sub.: Appointment of Independent Director

I am writing to confirm your appointment on the Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as TCL or the Company) as an Independent Director under provisions of the Companies Act, 2013 with effect from August 06, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

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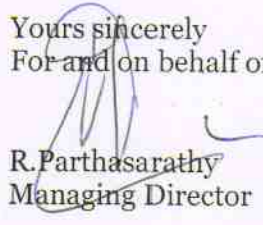
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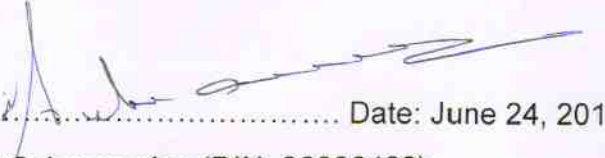
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Yours sincerely  
For and on behalf of Thirumalai Chemicals Limited

  
R. Parthasarathy  
Managing Director (DIN: 00092172)

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed  Date: June 24, 2014

Name: N. Subramanian (DIN: 00336468)

### **Profile of Mr. N. Subramanian**

Mr. N. Subramanian, 66 years, is a Chemical Engineer from IIT Madras, a Management Graduate from IIM Ahmedabad, and has 40 years of experience in the chemical industry in India and Overseas.

Mr. Subramanian is highly respected for his senior management expertise in leading companies in India and Overseas, viz, Chemplast Sanmar, Total Group, Arkema, etc. and for his experience in the Chemical Industry, especially in the Asia Pacific region.





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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr. Raj kataria,  
Arpwood Capital Pvt. Ltd.,  
101, Sakhar Bhawan,  
Nariman Point, Mumbai 400021.

Dear Raj kataria,

Sub.: Appointment of Independent Director

I am writing to confirm your appointment on the Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as TCL or the Company) as an Independent Director under provisions of the Companies Act, 2013 with effect from August 06, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

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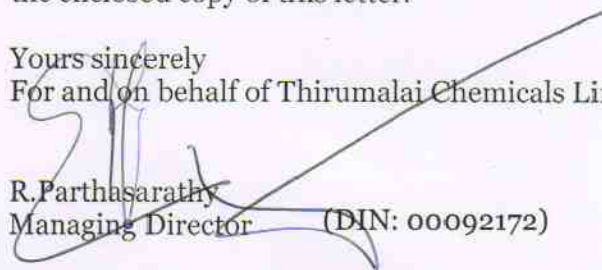
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R. Parthasarathy  
Managing Director (DIN: 00092172)

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Signed  Date: June 24, 2014

Name: Raj Kataria (DIN: 01960956)

### **Profile of Mr. Raj Kataria**

Mr. Raj Kataria, 58 years, is an experienced Investment Banker with over 20 years in Mergers and Acquisitions and Capital Markets. He also has significant expertise in Company Law, and Corporate Structuring matters. He was Managing Director at Merrill Lynch (DSP Merrill Lynch Ltd.) till July, 2011.

*Other Directorships as on 06/08/2014*

- ARPWOOD Capital Pvt. Ltd.





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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr. R. Ravi Shankar,  
New No. 6, Old No. 13,  
Ganapathy Colony, 2nd street,  
Teynampet, Chennai – 600 018.

Dear Ravi Shankar,

Sub.: Appointment of Independent Director

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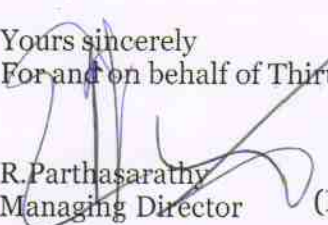
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R. Parthasarathy  
Managing Director (DIN: 00092172)

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Signed  Date: June 24, 2014

Name: Ravi Shankar (DIN: 01224361)



### Profile of Mr. R.Ravi Shankar

Mr. R.Ravi Shankar, 61 years, is a Professional with extensive experience in Finance, Manufacturing and Business Management, M & A, and Strategic Consultancy. He is a Chartered Accountant and a Diplomate from IIM Ahmedabad. He has been a Global Sourcing Manager for Unilever PLC, in Strategic Sourcing and Supply Chain, in London and the USA; General Manager – M&A in Hindustan Lever, during which period he has had extensive experience in M&A and Integration of new businesses. He was a senior partner heading the M&A Division in Ernst & Young for 10 years from 1997-2007. During the last six years he is a CEO of an independent Consultancy which advises in M&A, Valuation and Investment Banking. Mr. R.Ravi Shankar also has extensive experience in Business Restructuring & Performance Improvement.

### *Other Directorships as on 06/08/2014*

- Connect2Expert Consultants Pvt. Ltd.
- Acsys Software India Pvt Limited





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CIN : L24100MH1972PLC016149

Date: June 24, 2014

Mr. DhruvMoondhra,  
Steel Mart India Pvt Ltd.,  
Ground floor, C wing, Matulya center,  
Tulsi Pipe road, Lower Parel,  
Mumbai – 400013.

Dear DhruvMoondhra,

Sub.: Appointment of Independent Director

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The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

## 3. Commitment

As a Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. Besides, there are other Committees, including the Business review committees, Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee meetings which are ordinarily convened twice in a year. You will be expected to attend the Board and such Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

## 4. Role and Duties

There are certain duties prescribed for all Directors, which are fiduciary in nature and are as under:

I. You shall act in accordance with the Company's Articles of Association.

II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. You shall not assign your office as Director and any assignments so made shall be void.

**5. Status of Appointment**

You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time. Further, you will also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time, as under the provisions of Companies Act, 2013.

**6. Reimbursement of Expenses**

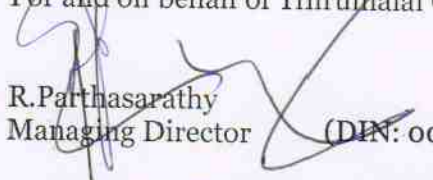
In addition to the remuneration described in paragraph 5 the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

**7. Insurance**

It is intended that TCL will assume and maintain Officers' liability insurance for the full term of your appointment.

Please accept these terms of appointment relating to your appointment as an Independent Director of TCL, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely  
For and on behalf of Thirumalai Chemicals Limited

  
R. Parthasarathy  
Managing Director (DIN: 00092172)

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed  Date: June 24, 2014

Name: Dhruv Moondhra (DIN: 00151532)



### **Profile of Mr. Dhruv Moondhra**

Mr. Dhruv Moondhra, 37 years, is an entrepreneur and is Director & Chief Executive Officer of Arcelor Mittal Dhamm Processing Pvt Ltd. besides in various other companies. He is a Bachelor of Arts in Economics from Cornell University.

Mr. Dhruv Moondhra has in depth experience in Steel Distribution, Trading and Manufacturing. He has also led business startups in the UK/ India, etc. His induction will bring a wealth of experience in the Commodity industry to the Company.

*Other Directorships as on 06/08/2014*

- Dhruva Holding Pvt Ltd
- DKM Investment & Trading Pvt Ltd
- ArcelorMittal Dhamm Processing Pvt. Ltd.
- Steel Mart India Pvt. Ltd.