



TCP LIMITED

CIN: L24200TN1971PLC005999

Registered Office: No.4 (Old No.10), Karpagambal Nagar, Mylapore, Chennai 600004.

Phone: 044 – 24991518, 24991358, 24992115 Fax: 091-44-24991777 / E-mail: chem@tcpindia.com; website: www.tcpindia.com

ACCEPTS / RENEWS FIXED DEPOSITS AS UNSECURED DEPOSITS

RATED FA-/STABLE BY CRISIL

APPLICATION FOR FIXED DEPOSIT SCHEMES FROM PUBLIC AND MEMBERS

The Company accepts and renews Fixed Deposits under the following Schemes and on the following terms and conditions:

Scheme I: Fixed Deposits		
Interest payable quarterly		
Period of deposit	Interest rate per annum*	Minimum deposit of Rs.40,000/- and thereafter in multiples of Rs.10,000/-
1 year	8.50%	
2 years	9%	
3 years	9.50%	

Scheme II: Money Multiplier Scheme Cumulative Deposits		
Interest payable on maturity compounded quarterly		
Period of deposit	Minimum Amount of Deposit Rs.	Amount repayable with interest on maturity Rs.
3 years	40,000/-	53,015/-

* Interest rate with effect from 1st November 2014.

HIGHLIGHTS

- For single deposit of Rs. 1 lakh and above monthly interest will be paid.
- Consistently profit making and dividend paying company.
- CRISIL rates the company as having healthy operating capability and comfortable financial risk profile marked by strong net worth, moderate gearing and adequate debt protection metrics.

APPLICATION FOR DEPOSIT:

- Application forms duly filled and signed along with Cheque or Demand Draft drawn on a bank in Chennai / payable at Chennai, duly crossed as "Account Payee only" and drawn in favour of "TCP Ltd" for the deposit amount may be sent to the Registered Office of the Company. Deposit by way of Cash will not be accepted under any circumstances.
- The Company accepts deposits only from Resident Individual Indian Nationals.
- The Company reserves the right to reject any application for deposit or for renewal without assigning any reason thereof.

The application forms may be obtained from the Registered Office of the Company or from the Company's authorised brokers given below:

- Authorised brokers:**
- Integrated Enterprises (India) Ltd, Chennai
 - Blue chip Corporate Investment Centre Ltd, Chennai
 - Karvy Stock Broking Ltd, Chennai
 - Om Spectrum Financial Consultants Private Ltd, Chennai
 - Eastern Financiers Ltd, Chennai
 - Integrated Stock Broking Services Ltd, Chennai
 - Bajaj Capital Ltd, Chennai
 - Associated Investment and Consultants services Ltd, Chennai

AMOUNT AND PERIOD OF DEPOSIT

Deposit will be accepted for a minimum amount of Rs.40,000/- per deposit account and thereafter in multiples of Rs.10,000/- viz. Rs.50,000/-, Rs.60,000/- and so on. For deposits of Rs. 1 lakh and above monthly interest will be paid.

INTEREST ON DEPOSIT

- Interest payment will be made through National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT) where the depositors have opted for such payment and in other cases by crossed "Account Payee only" at par cheque / Demand Draft.
- While every care will be taken to duly dispatch the deposit receipt / interest cheque to the postal address furnished by the depositor, it is hereby informed that the Company shall not be responsible for non-delivery or loss in transit of such instruments / document and shall stand indemnified against any such loss. Duplicate of such lost instrument / document will be issued by the Company only after the expiry of the validity period of such instrument or on compliance by the depositor of such conditions of furnishing indemnity as the Company may prescribe.
- Quarterly interests on fixed deposit will be paid for the quarters ending 31st March, 30th June, 30th September and 31st December of the calendar year. Interest will accrue from the date on which the amount is credited to the Company's bank account.
- The deposit will not carry any interest after the maturity date mentioned in the Fixed Deposit Receipt unless the Deposit is renewed for a further period within 15 days from the maturity date.

JOINT DEPOSIT

- Deposit in joint names may be made up to a maximum of three names. A deposit in joint names will be treated as payable to "Either or Survivor" for deposits of 2 joint names and to "Any one or Survivor" for deposits of 3 joint names. All Communications will be addressed to, and Cheque / Demand Draft issued for repayment of the deposit will be drawn in favour of, the person whose name appears first in the receipt unless declared otherwise.
- In case of deposit in joint names, the first named depositor will be regarded as the beneficial owner of the deposit and will be treated as payee for the purpose of tax deduction at source (TDS) on interest payments. PAN must be intimated.
- In the event of death of the first named depositor of deposit in joint names, repayment of deposit and payment of interest will be made to the immediately next survivor among joint holders on production of relevant death certificate without any reference or consideration of the legal heirs / legal representatives of the deceased depositor. The legal heirs / legal representatives of the deceased joint depositor will have no claim against the Company in respect of the deposits as to either the deposit amount or interest thereon.

DEDUCTION OF TAX AT SOURCE

- Tax will be deducted at Source (TDS) on the interest payments in accordance with section 194A of the Income tax Act, 1961.
- Eligible depositors may furnish Declaration in Form 15G, and in case of senior citizen in Form 15H, as prescribed in the Income tax Rules, duly filled completely, including quoting PAN at the specified place in the form, and duly verified and signed, for payment of interest without deduction of TDS on the interest amount. Such Declaration should be given in duplicate.
- Intimating PAN in the Application form is mandatory.** Applications without PAN will not be accepted.
- If an incorrect PAN is intimated, then tax will be deducted at source (TDS) will be deducted by virtue of section 206AA of the Income tax Act, 1961, at a higher rate of 20%.
- A copy of the PAN card may be submitted along with the application.

REPAYMENT OF DEPOSITS

- The Fixed Deposit will be repaid only on the maturity date and not on demand or on notice or before the expiry of 6 months from the date of acceptance of the deposit except at the discretion of the Company.
- Notwithstanding the maturity date of the deposit, the Company reserves the right, to repay any of the deposit accepted by it at any date after six months from the date of acceptance of the deposit but before the maturity date.
- The Company reserves the right to allow, at its absolute discretion, premature repayment of deposit, on the written request of the depositor, after the expiry of a period of 6 months from the date of acceptance of the deposit but before the expiry of the period for which such deposit was accepted. In such cases of premature repayment of deposit, the rate of interest payable on such deposit shall be reduced by 1% from the rate applicable for the year for the deposits accepted by the Company, as provided in Rule 15 of the Companies (Acceptance of Deposits) Rules, 2014. In cases where, at the discretion of the Company, a deposit is repaid before 6 months from the date of acceptance of the deposit no interest will be paid.
- In case of repayment of deposit, the depositor should submit to the Company, the Fixed Deposit Receipt issued to him, duly discharged on a one rupee Revenue Stamp, at least 2 weeks before the maturity date to process the repayment. In case of joint holders of deposit, it is sufficient if the Fixed Deposit Receipt issued is duly discharged by any of the depositor.
- Repayment of the matured amount will be made by way of crossed "Account payee only" cheque or Demand Draft or at the option of the depositor by way of NECS.

RENEWAL OF DEPOSIT

The matured deposit may be renewed for a further period by submitting duly filled and signed application form along with matured Fixed Deposit Receipt duly discharged by the Depositor.

FIXED DEPOSIT RECEIPT

- The Fixed Deposit Receipt issued by the Company to the depositor is not transferable to any other person.
 - In the event of loss, destruction or mutilation of the Fixed Deposit Receipt, the Company, may, at its sole discretion, issue Duplicate Fixed Deposit Receipt on compliance by the depositor such terms and conditions, including providing valid Indemnity Bond, as prescribed by the Company from time to time.
- OTHER TERMS AND CONDITIONS**
- The Ministry of Corporate Affairs vide Notification No. G.S.R. 241(E) dated 31st March 2015 has provided that the companies may accept the deposits without deposit insurance contract till 31st March 2016. The Company will obtain insurance contract for its deposits as per the requirements of section 73 (2) (d) of the Companies Act, 2013 read with Rule 5 of the Companies (Acceptance of Deposits) Rules, 2014, as and when it becomes applicable.
 - The Company will not recognise or accept any lien, charge or other encumbrance on the deposit.
 - Depositors are requested to intimate any change of address and instruction regarding interest remittance to reach the Company at least 30 days before the next interest payment is due. In case of change of address of the depositor residential address proof needs to be furnished.
 - The deposits are accepted by the Company in accordance with the Provisions of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.
 - All correspondence with regard to the deposits should be addressed to the Company's Registered Office.
 - Deposits accepted are subject to the jurisdiction of the Courts in Chennai only.

Deposit Schemes (Unsecured Deposits)

For Public and members

Circular in the form of Advertisement inviting deposits from public and members pursuant to section 73(2) (a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014. The Company invites and accepts fixed deposits as unsecured deposits on the following broad terms:

1. GENERAL INFORMATION:

- Name, address, website and other contact details of the Company:**
TCP Limited
Registered Office: No.4 (Old No.10), Karpagambal Nagar, Mylapore, Chennai 600004.
Phone: 044 – 24991518, 24991358, 24992115. Fax: 091-44-24991777
E-mail: chem@tcpindia.com; Website: www.tcpindia.com
- Date of Incorporation of the Company:** 8th June 1971.
Date of change of name of the Company to TCP Ltd: 27th January 1998
- Business carried on by the Company and its subsidiaries with the details of branches or units, if any:**
 - The Company manufactures and sells Sodium Hydrosulphite (SHS) at its most sophisticated plant at Koviloor, in Karaikudi, by adopting the unique Sodium Formate Process with the technical know-how from the world renowned Mitsubishi Corporation, Japan. The Company also manufactures Liquid Sulphur Dioxide, Sodium Formaldehyde Sulphoxylate (Tangolite), Zinc Formaldehyde Sulphoxylate (Tangolin), Sodium Sulphate. Sodium Thio Sulphate and Sodium Formate.
 - The Company is also engaged in generation of power at its 63.5 MW coal based Power Plant at Gummidipoondi, Thiruvallur District, Tamil Nadu
 - The Company is also generating power from its 37 Wind mills for 16.5 MW set up at Kayathar, Valasai and Sambavar Vadakarai in Tirunelveli District, Selakkaraikal and Appanaickenpatti in Coimbatore District and Palladam in Tirupur District.
 - The Company is also generating power from its 6 MW Biomass Power Plant at Karaikudi.
 - The Company has wide sales net work covering Ahmedabad, Amritsar, Bangalore, Cochin, Erode, Karaikudi, Kolkata, Mumbai, New Delhi, Salem, Surat and Vijayawada for marketing and sale of its products.

d. Brief particulars of the management of the Company:

The Company is being managed by the Chairman and Managing Director and the Executive Director subject to the superintendence, direction and control of the Board of Directors.

e. Names, addresses, DIN and occupations of the directors

Sl. No.	Name and DIN of the Director	Residential address	Occupation
1.	Shri V.R. Venkatachalam Chairman and Managing Director DIN: 00037524	No.24, Sir CV Raman Road, Alwarpet, Chennai 600018.	Industrialist
2.	Shri A.S. Thillainayagam Director DIN: 00951729	No.2, 7th Street, Gopalapuram Chennai 600086.	Industrialist
3.	Shri V. Rajasekaran , Executive Director DIN: 00037006	Plot No.499, 4th Sector, 18th Street, K.K. Nagar, Chennai 600078.	Company Executive
4.	Shri V. Sengutuvan Director DIN:00053629	No.24, Sir CV Raman Road, Alwarpet, Chennai 600018.	Industrialist
5.	Shri S. Varatharajan Director DIN: 01819133	No.20A/5A, North Mada Street, Singarar Colony, Saidapet, Chennai 600015.	Industrialist
6.	Shri M. Parthasarathi Director DIN: 03209175	C-35, Industrial Estate, Guindy, Chennai 600032.	Industrialist
7.	Shri R. Ravi Krishnan Director DIN: 01722565	No.23/11, Kasturi Ranga Road, Alwarpet, Chennai 600018.	Industrialist
8.	Shri N. Jaiganesh Director DIN: 06969618	No.28, Kumara Koil Street, Thiruvallur 610002.	Entrepreneur
9.	Smt Nidhya R. Guhan Director DIN: 06969627	AVM Studios, No.38, Arcot Road, Vadapalani, Chennai 600026	Academician

f. Management's perception of risk factors:

The deposits accepted by the Company are unsecured and as such rank pari passu with other unsecured loans and liabilities of the Company. The Company has been accepting deposits from the members and the Public in the previous years. The Company has been repaying those deposits on their maturity date and the interest on the due dates. The Company has not committed any default in the repayment of deposits or payment of interest on such deposits. As of date, the Company does not have any overdue deposits or interest that has been claimed but not paid other than unclaimed deposits and interest accrued thereon. The Company has deposited with the Indian Overseas Bank, in a separate bank account, called as Deposit Repayment Reserve Account, an amount of not less than 15% of the amount of its deposits maturing during the financial years 2014-15 and 2015-16 in accordance with the requirements of section 73(2) (c) of the Companies Act, 2013 read with Rule 13 of the Companies (Acceptance of Deposits) Rules, 2014.

The Ministry of Corporate Affairs vide Notification No. G.S.R. 241(E) dated 31st March 2015 has provided that the companies may accept the deposits without deposit insurance contract till 31st March 2015. The Company will obtain insurance contract for its deposits as per the requirements of section 73 (2) (d) of the Companies Act, 2013 read with Rule 5 of the Companies (Acceptance of Deposits) Rules, 2014, as and when it becomes applicable. According to CRISIL Rating Report TCP Ltd continues its established position in Power generation and Chemical Business through its healthy operating capability and comfortable financial risk profile marked by strong net worth, moderate gearing and adequate debt protection metrics. These strengths are partially offset by TCP Ltd's working capital intensive operations, exposure to risks relating to volatility in raw material prices and funding support to associate companies.

CRISIL believes that TCP Ltd will maintain its business risk profile over the medium term, supported by healthy operations at its Power and Chemical Divisions.

g. Details of default, including the amount involved, duration of default and present status, in repayment of

i. Statutory dues	Nil
ii. Debentures and interest thereon	Nil
iii. Loan from any bank or financial Institution and interest thereon	Nil

2. PARTICULARS OF THE DEPOSIT SCHEME:

- Date of passing of board resolution:** 31st July 2015
- Date of passing resolution in the general meeting authorizing the invitation of such deposits:** 19th September 2014
- Type of deposits, i.e., whether secured or unsecured:** Unsecured deposits
- Amount which the Company can raise by way of deposits as per the Act and the rules made thereunder and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the Circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months :**

Particulars	Amount
Amount of deposits that can be raised as per the Act	As at 31-3-2015
From Public: (25% of the aggregate of paid-up share capital and free reserves)	Rs.9,238.18 lakhs
From members: (10% of the aggregate of paid-up share capital and free reserves)	Rs.3,695.27 lakhs
Total	Rs.12,933.45 lakhs
Amount of deposits held as on 31 st March 2015	
From Public	Rs.2,325.30 lakhs
From members	Rs. 54.58 lakhs
Total	Rs.2,379.88 lakhs
Amount of deposits held as on date of Advertisement	
From Public	Rs.2,296.55 lakhs
From members	Rs. 54.58 lakhs
Total	Rs.2,351.13 lakhs
Amount of deposit proposed to be raised	Rs.50 crores
Amount of deposit repayable within the next twelve months as on 31 st March 2015	Rs.1,215.38 lakhs

e. Terms of raising of deposits: Duration, Rate of interest, mode of payment and repayment:

- Duration:**
For Fixed Scheme: 1 Year, 2 Years and 3 Years.
For Cumulative Scheme: 3 Years
- Rate of Interest:**
For 1 year: 8.50% per annum
For 2 years: 9% per annum; and
For 3 years: 9.50% per annum
- Mode of payment and repayment:**
By "Account payee" crossed cheque or Demand Draft
- f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the Circular or advertisement is valid:**
Date of opening of the Scheme: 18th September 2015
Time period for which the advertisement is valid:
This advertisement is valid until the expiry of six months from the date of closure of the financial year in which it is issued viz., 30th September 2016 or until the date of the next Annual General Meeting of the Company, whichever is earlier

g. Reasons or objects of raising the deposits:

- To augment the working capital funds
- h. Credit rating obtained: Name of the Credit Rating Agencies, Rating obtained, Meaning of rating obtained, Date on which rating was obtained:**
Name of the Credit Rating Agency: CRISIL Limited
Rating obtained: "CRISIL FA-/Stable"
Meaning of rating obtained: F A minus rating with stable outlook indicating 'Adequate Safety'. This rating indicates that the degree of safety regarding timely payment of interest and principal is satisfactory.
Date on which rating was obtained: 20th August 2015

i. Extent of deposit insurance; Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default, etc.

The Ministry of Corporate Affairs vide Notification No. G.S.R. 241(E) dated 31st March 2015 has provided that the companies may accept the deposits without deposit insurance contract till 31st March 2016. The Company will obtain insurance contract for its deposits as per the requirements of section 73 (2) (d) of the Companies Act, 2013 read with Rule 5 of the Companies (Acceptance of Deposits) Rules, 2014, as and when it becomes applicable.

j. Short particulars of the charge created or to be created for securing such deposits, if any:

This is not applicable as the Company accepts deposits as unsecured deposits.

k. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons:
The directors, promoters and a key managerial personnel hold deposits in the Company, as members of the Company, for an amount of Rs.54,58,000/- and shall be deemed to be interested in such deposits to the extent of their holding. The rates and terms applicable to such deposits are the same as applicable to deposits from other persons. Hence, their interest is not different from the interests of other persons.

3. DETAILS OF ANY OUTSTANDING DEPOSITS (viz., UNCLAIMED DEPOSITS AS AT 31st MARCH 2015):

- Amount outstanding (Unclaimed deposits that have become due and not claimed by the depositors):** Rs. 36,81,675/- (114 deposits)
- Date of acceptance:** accepted on various dates
- Total amount accepted:** Rs.23,79,88,000/-
- Rate of interest:** 8.50%, 9% and 9.50%
- Total number of depositors:** 3,139
- Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved:** No default
- Any waiver by the depositors, of interest accrued on deposits:** NIL

4. FINANCIAL POSITION OF THE COMPANY FOR THE IMMEDIATELY PRECEDING THREE FINANCIAL YEARS:

a. Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of the advertisement:

For the year ended	Profit Before Tax Rs.	Profit After Tax Rs.
31-3-2013	20,63,66,989	15,12,59,333
31-3-2014	39,18,48,391	26,94,98,256
31-3-2015	60,26,77,178	40,78,91,330

b. Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for the last three years (Cash profit after tax plus interest paid on interest paid)

For the year ended (on equity shares)	Dividend declared Rs.	Dividend declared (in %)	Interest coverage ratio
31-3-13	50,31,909	10%	3.12
31-3-14	50,31,909	10%	5.31
31-3-15	50,31,909	10%	9.16

c. A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of the advertisement:

Particulars	As at 31-3-15 Rs.	As at 31-3-14 Rs.	As at 31-3-13 Rs.
EQUITY & LIABILITIES			
Shareholders' funds:			

Share capital	5,03,19,090	5,03,19,090	5,03,19,090
Reserves & Surplus	364,74,54,660	323,97,78,427	297,61,67,253
Total	369,77,73,750	329,00,97,517	302,64,86,343
Non current liabilities			
Long term borrowings	20,96,89,832	28,25,88,658	26,22,94,472
Deferred tax liabilities	1,61,88,380	72,74,846	2,32,80,806
Other long term liabilities	80,72,09,247	18,11,92,391	3,33,23,391

Particulars	As at 31-3-15 Rs.	As at 31-3-14 Rs.	As at 31-3-13 Rs.
Long term provisions	1,02,77,156	44,74,350	82,51,161
Total	140,33,64,615	47,55,30,245	32,71,49,830
Current liabilities			
Short term borrowings	44,52,64,707	29,29,01,328	61,21,74,432
Trade payables	32,03,98,275	79,33,35,542	110,47,39,392
Other current liabilities	47,52,66,979	50,42,28,650	62,35,82,701
Short term provisions	(-67,89,130)	3,49,58,727	2,20,10,931
Total	123,41,40,831	162,54,24,247	236,25,07,456

Total equity & liabilities	597,52,79,196	539,10,52,009	571,61,43,629
ASSETS			
Non current assets			
Fixed assets	119,96,27,041	177,55,63,224	122,22,58,240
Non current investments	239,61,19,897	161,52,78,695	141,80,25,481
Long term loans and advances	3,98,53,099	4,53,70,738	5,70,78,512
Total	363,56,00,037	283,62,12,657	269,73,62,233
Current assets			
Inventories	95,59,05,511	101,55,16,904	101,33,03,977
Trade receivables	96,63,32,845	110,29,06,154	162,59,29,235
Cash and cash equivalents	4,67,64,771	2,11,38,459	2,23,82,205
Short term loans and advances	37,06,76,031	41,52,77,835	35,71,65,979
Total	233,96,79,159	255,48,39,352	301,87,81,396
Total assets	597,52,79,196	539,10,52,009	571,61,43,629

d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of the advertisement (in summary form – detailed Cash Flow Statement is given in Annual Report)

Particulars	As at 31-3-15 Rs.	As at 31-3-14 Rs.	As at 31-3-13 Rs.
Net cash flow from / (used in) operating activities	100,43,63,378	34,10,47,650	22,48,54,306
Net cash flow from / (used in) investing activities	(87,91,63,337)	(26,90,94,081)	(2,62,25,453)
Net cash flow from / (used in) financing activities	(13,44,76,039)	(7,66,38,372)	(27,28,05,176)
Net increase / (decrease) in cash and cash equivalents	(92,75,998)	(46,84,803)	(7,41,