

(AN ISO 9001, 14001, 50001/ HACCP & FSSC 22000 CERTIFIED COMPANY)

CIN: L24100MH1972PLC016149

July 21, 2021

Department of Corporate Services
Bombay Stock Exchange Ltd.
P.J. Towers, 25th Floor,
MUMBAI – 400 001
Fax No: 22723121/2037/3719/2941

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051
Fax No: 26598237/8238

Dear Sir,

Ref.: **Scrip code: 500412 / TIRUMALCHM**

Re: **Reg. 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.--
Voting Results of the 48th AGM held on July 21, 2021**

Date of AGM : 21/07/2021

Total number of shareholders on record date: 64870

No. of shareholders present in the meeting either in person or by proxy:

Promoters and Promoter Group: Nil
Public : Nil

No. of shareholders attended the meeting through Video conferencing:

Promoters and Promoter Group : 11
Public : 70

The businesses that are transacted at the meeting along with their respective voting results as declared by the Chairman are placed below along with the Scrutinizer's Report.

Kindly acknowledge.

Thanking you,

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**


T. Rajagopalan.
Company Secretary

1. Subject Matter of Resolution :

To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) for the Financial Year ended on March 31, 2021, and the Reports of the Directors and Auditors thereon.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	142	42,756,123	100.00%
Voted against the resolution	4	211	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,123** votes were cast **assenting** to the ordinary resolution and **211** votes were cast **dissenting** to the ordinary resolution.

Result: The following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT the standalone and consolidated Audited Financial Statements for the year ended 31st March 2021, together with the Directors' Report and the Auditors' Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted

2. Subject Matter of Resolution :

To declare dividend for the Financial Year ended March 31, 2021.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	144	42,756,224	100.00%
Voted against the resolution	2	110	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,224** votes were cast **assenting** to the ordinary resolution and **110** votes were cast **dissenting** to the ordinary resolution.

Result: The following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT a dividend of Rs.2.20 per equity share on the paid-up equity share capital of the Company as recommended by the Board be and is hereby declared for the Financial Year ended March 31, 2021.”

3. Subject Matter of Resolution :

To appoint a Director in place of Mr. P. Mohana Chandran Nair (DIN 07326079), who retires by rotation and being eligible, offers himself for re-appointment.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	140	42,755,513	100.00%
Voted against the resolution	5	321	-
Invalid votes	-	-	-
Total	145	42,755,834	100.00%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,755,513** votes were cast **assenting** to the ordinary resolution and **321** votes were cast **dissenting** to the ordinary resolution.

Result: The following ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT Mr. P. Mohana Chandran Nair (DIN 07326079), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

4. Subject Matter of Resolution :

To re-appoint Statutory Auditors for a term of five years from the financial year 2021-2022 and fix their remuneration.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% Of total number of valid votes cast
Voted in favour of the resolution	141	42,756,173	100.00%
Voted against the resolution	5	161	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,173** votes were cast **assenting** to the ordinary resolution and **161** votes were cast **dissenting** to the ordinary resolution.

Result: The following ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm

Registration No. 001076N / N500013) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, until the conclusion of the 53rd Annual General Meeting of the Company at such fee as shall be fixed by the Board of Directors.”

5. Subject Matter of Resolution:

To reappoint Mr. P. Mohana Chandran Nair (DIN: 07326079) as Whole-time Director of the Company.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	138	42,749,554	99.99%
Voted against the resolution	7	6,280	0.01%
Invalid votes	-	-	-
Total	145	42,755,834	100.00%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,749,554** votes were cast **assenting** to the ordinary resolution and **6,280** votes were cast **dissenting** to the ordinary resolution

Result: The following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. P. Mohana Chandran Nair (DIN: 07326079), be and is hereby appointed as a Whole-time Director of the Company under section 196 of the Companies Act, 2013 with effect from 28.10.2020 for a period of three years upon terms and conditions as detailed below and is liable to retire by rotation. He will be designated as “Executive Director (Mfg.)”.

Remuneration:

- Total starting remuneration up to Rs.40 lakhs per annum including all perquisites and benefits as per Company’s Rules and Practices. Additionally, Provident Fund, Superannuation, Gratuity and other applicable benefits as per provisions of Companies Act, 2013.
- Incentives and Annual Increments as per the Practice and Policy of the Company as determined by the Managing Director.
- Total remuneration including all perquisites/benefits/allowances/incentives including PF/SA/Gratuity shall not exceed Rs.80 Lakhs per annum.

Termination Clause:

- Either party may terminate the service/employment by giving a three months’ Notice or salary in lieu of. Mr. P. Mohana Chandran Nair will cease to be a Director of the Company co-terminus with his ceasing to be in the services / employment of the Company.
- The Managing Director shall determine and define the Roles and Responsibilities of Mr. P. Mohana Chandran Nair, and Mr. P. Mohana Chandran Nair will report in all his executive functions and duties to the Managing Director.”

6. Subject Matter of Resolution:

To appoint Mrs. Ramya Bharathram (DIN:06367352), Whole-time Director & CFO, as Managing Director of the Company.

Nature of Resolution: Special Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	136	42,755,282	100%
Voted against the resolution	9	552	-
Invalid votes	-	-	-
Total	145	42,755,834	100%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,755,282** votes were cast **assenting** to the special resolution and **552** votes were cast **dissenting** to the special resolution.

Result: The following special Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203, Schedule V and any other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Ramya Bharathram (DIN:06367352), Whole-time Director, as the Managing Director of the Company for a period of three (3) years commencing from 26th May, 2021 to 25th May, 2024 upon terms and remuneration & benefits as detailed below and is liable to retire by rotation.

Remuneration:

1. Basic Salary: (Effective from 26-05-2021): Rs.500,000 - 50,000 – 700,000 – 100,000 – Rs.900,000 with the power to the Board to fix the Basic within these limits. The Board may increase the Basic Salary suitably, within this band based on performance.
2. Company’s contributions to PF, Gratuity, Superannuation Fund, Encashment of Leave, and Insurance as per Rules. These shall not be included in the computation of limits/restrictions for remuneration or perquisites as prescribed aforesaid under section II of part II of the schedule V of the Companies Act, 2013 and Mrs. Ramya Bharathram shall be entitled to the same.
3. Allowances and Benefits: including HRA, LTA, CCA, medical benefits and allowances, Travel or Car allowances, and other Allowances and Benefits, up to and not to exceed 100% percent of the Annual Basic salary, as above.
4. Commission up to 2% of net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013. The actual percentage of commission will be decided by the Board, for each Financial Year on completion.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.

RESOLVED FURTHER THAT in any Financial Year during the currency of the tenure of Mrs. Ramya Bharathram, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, as permissible under Section-II, Part-II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) or up to such other limits as may be prescribed by the Government from time to time as minimum remuneration; or if required subject to obtaining of Central

Government approval as required under sec. 197 or other applicable provisions of the Companies Act, 2013 or any re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Subject Matter of Resolution :

To ratify the remuneration of Cost Auditor for Financial Year 2021-22.

Nature of Resolution: Ordinary Resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	141	42,755,898	100%
Voted against the resolution	5	436	-
Invalid votes	-	-	-
Total	146	42,756,334	100%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,755,898** votes were cast **assenting** to the ordinary resolution and **436** votes were cast **dissenting** to the ordinary resolution.

Result: The following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT, subject to the approval as may be required from the Central Government, the appointment of M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at 8/4 VJ Flats, 30A Valmiki Street, Thiruvannamiyur, Chennai -600 041 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2021-22 for a remuneration of Rs.30,000/-, in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

The Chairman

Thirumalai Chemicals Limited

(CIN: L24100MH1972PLC016149)

Thirumalai House Road No 29,

Near Sion Hill Fort,

Sion East, Mumbai - 400022

Sub.: Consolidated Results of Remote e-voting and E-voting

Ref.: 48th Annual General Meeting of the Equity Shareholders of Thirumalai
Chemicals Limited held on Wednesday, July 21, 2021

Dear Sir,

I, Manoj Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the scrutinizing voting process (remote e-voting) and electronic voting (e-voting) on the proposed below mentioned resolutions at the 48th Annual General Meeting ("AGM") of the Shareholders of **Thirumalai Chemicals Limited** held on Wednesday, July 21, 2021 at 2.30 p.m. through Video Conferencing ("VC")/Other Audio-visual Mechanism ("OAVM"), submit our report as under:

1. The e-voting facility, both for e-voting prior to the AGM (remote e-voting) and voting at AGM by electronic means (e-voting) was provided by the Central Depository Services Limited (CDSL)
2. The Shareholders of the Company as on the 'cut off' date i.e., July 14, 2021 were entitled to vote on the resolutions stated in the notice dated May 26, 2021 of 48th AGM of the Company
3. The remote e-voting was opened on July 17, 2021 at 3.00 p.m. and closed on July 20, 2021 at 5.00 p.m.
4. The shareholders who were present at the AGM through VC/OAVM and had not exercised their vote through remote e-voting facility were entitled and allowed to cast their votes through e-voting at the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL.
6. My responsibility as the scrutinizer is to ascertaining the voting processes and to submit the report on vote cast in favour or against the resolutions proposed in the notice dated May 26, 2021 of the 48th AGM. The Management is responsible to ensure



the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions proposed in the notice of the 48th AGM.

7. Based on the data downloaded from CDSL e-voting portal, the total votes cast in favour or against the resolutions proposed in the notice of 48th AGM, are as under

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) for the Financial Year ended on March 31, 2021, and the Reports of the Directors and Auditors thereon.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	142	42,756,123	100.00%
Voted against the resolution	4	211	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

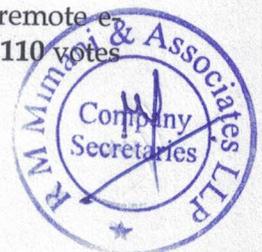
Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,123** votes were cast **assenting** to the ordinary resolution and **211** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.1 of the notice dated May 26, 2021 is passed with **requisite majority**.

2. To declare dividend for the Financial Year ended on March 31, 2021.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	144	42,756,224	100.00%
Voted against the resolution	2	110	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,224** votes were cast **assenting** to the ordinary resolution and **110** votes were cast **dissenting** to the ordinary resolution.



Thus, the ordinary resolution as contained in item no.2 of the notice dated May 26, 2021 is passed with **requisite majority**.

3. To appoint a director in place of in place of Mr. P. Mohana Chandran Nair (DIN-07326079), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	140	42,755,513	100.00%
Voted against the resolution	5	321	-
Invalid votes	-	-	-
Total	145	42,755,834	100.00%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,755,513** votes were cast **assenting** to the ordinary resolution and **321** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.3 of the notice dated May 26, 2021 is passed with **requisite majority**.

4. To re-appoint Statutory Auditors for a term of five years from the financial year 2021-2022 and fix their remuneration

Particulars	Number of members voted	Number of shares for votes cast by them	% Of total number of valid votes cast
Voted in favour of the resolution	141	42,756,173	100.00%
Voted against the resolution	5	161	-
Invalid votes	-	-	-
Total	146	42,756,334	100.00%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,756,173** votes were cast **assenting** to the ordinary resolution and **161** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.4 of the notice dated May 26, 2021 is passed with **requisite majority**.



Special Business:

5. To appoint Mr. P. Mohana Chandran Nair (DIN: 07326079) as a Whole-time Director of the Company.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	138	42,749,554	99.99%
Voted against the resolution	7	6,280	0.01%
Invalid votes	-	-	-
Total	145	42,755,834	100.00%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,749,554** votes were cast **assenting** to the ordinary resolution and **6,280** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.5 of the notice dated May 26, 2021 is passed with **requisite majority**.

6. To appoint Mrs. Ramya Bharathram (DIN:06367352), Whole-time Director & CFO, as Managing Director of the Company.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	136	42,755,282	100%
Voted against the resolution	9	552	-
Invalid votes	-	-	-
Total	145	42,755,834	100%

Accordingly, out of the total **42,755,834** valid votes cast via e-voting and remote e-voting, **42,755,282** votes were cast **assenting** to the special resolution and **552** votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.6 of the notice dated May 26, 2021 is passed with **requisite majority**.



7. To ratify the remuneration of Cost Auditor for Financial Year 2021-22.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	141	42,755,898	100%
Voted against the resolution	5	436	-
Invalid votes	-	-	-
Total	146	42,756,334	100%

Accordingly, out of the total **42,756,334** valid votes cast via e-voting and remote e-voting, **42,755,898** votes were cast **assenting** to the ordinary resolution and **436** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.7 of the notice dated May 26, 2021 is passed with **requisite majority**.

The electronic data containing records of the voting by the shareholders of the Company through Remote e-voting and E-voting at AGM has been handed over to the Company Secretary keeping in safe record.

For R M Mimani & Associates LLP
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Mj Mj

Manoj Mimani
(Partner)
ACS No. 17083
CP No. 11601
PR No.: 1065/2021
UDIN: A017083C000669416



Place: Mumbai
Dated: July 21, 2021