



Registered Office:

"THIRUMALAI HOUSE",
Plot No. 101-102, Road No. 29,
Sion (East), Mumbai – 400 022, India
PHONE: +91 – 22– 43686200
FAX +91 – 22 – 24011699
E- MAIL: thirumalai@thirumalaichemicals.com
Website: www.thirumalaichemicals.com

(AN ISO 9001, 14001, 50001/ HACCP & FSSC22000 CERTIFIED COMPANY)
CIN: L24100MH1972PLC016149

May 23, 2024

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,

Reg.: Secretarial Compliance report under Reg. 24A of SEBI (LODR) Regulations, 2015

Ref.: Scrip code: 500412 / TIRUMALCHM

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we hereby forward Secretarial Compliance report issued by a Practicing Company Secretary for the year ended 31st March, 2024.

Request you to take the same on record and acknowledge.

Thanking you.

Yours faithfully,
For Thirumalai Chemicals Limited

CS. Sejal Shah
Secretarial Officer

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

The Board of Directors
Thirumalai Chemicals Limited
[CIN: L24100MH1972PLC016149]
Thirumalai House Road No 29
Near Sion Hill Fort, Sion East,
Mumbai -400022.

We have been engaged by **Thirumalai Chemicals Limited**(hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Security Code: 500412),and National Stock Exchange Limited (Security symbol-TIRUMALCHM) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No.: 1065/2021



UDIN: F006271F000369359

Place:Mumbai
Dated: May 15, 2024

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

Secretarial Compliance Report of

Thirumalai Chemicals Limited for the year ended March 31, 2024

[Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Thirumalai Chemicals Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [**Not applicable as there was no reportable event during the review period**]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [**Not applicable as there was no reportable event during the review period**]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [**Not applicable as there was no reportable event during the review period**]
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Not applicable as there was no reportable event during the review period**]
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (h) other regulations as applicable

and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/ guide-lines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Submission of Related party transactions Report	23(9)	Delay in disclosure of related party transactions for the half year ended on March 31, 2023	NSE Limited	Fine	Delay	10,000	Nil	Paid on 25.07.2023	Nil

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No	Observation/ Remarks of the Practicing Company Secretary in the Previous Report	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
1	The Company has maintained the data as required under regulation 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in excel format till March 27, 2023.	2022-2023	Regulation 3(5) and 3(6) of PIT Regulations, 2015 mandates that the Board of Directors or the head(s) of the organization who are in charge of unpublished price sensitive information are to be responsible for maintenance of SDD(database) as per requirements of the PIT Regulations, 2015	The Company has maintained the data as required under regulation 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in excel format till March 27, 2023	The Company has maintained SDD database as per requirements of the PIT Regulations, 2015 with effect from March 28, 2023	Complied
2	As informed by the Company, the Board is evaluating the proposal	2022-2023	Pursuant to Regulation 25(10) of SEBI (LODR) with top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of Directors of the	The Company has not taken the Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of Directors of the Company	During the year the Company has taken the Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of Directors of the Company	Complied

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

			Company.			
3	The Company is in process of opening of Suspense Escrow Demat Account	2022-2023	Pursuant to SEBI/HO/MIRS D/POD-1/0W/P/2022/64923 December 30, 2022 Companies are required to open a separate demat account with the nomenclature "Suspense Escrow Demat Account" for purpose.	The Company has not opened a separate demat account with the nomenclature "Suspense Escrow Demat Account" for purpose.	The Company has opened a separate demat account with the nomenclature "Suspense Escrow Demat Account" during the current financial year.	Complied
4	Nil	2022-2023	Pursuant to SEBI/HO/OIAE /2023/0334 January 27, 2023, all listed companies are hereby advised to issue the certain intimation, either by e-mails or by SMSs to all investors, who hold shares in physical.	The Company has not issued the certain intimation, either by e-mails or by SMSs to all investors, who hold shares in physical in Pursuant to SEBI/HO/OIAE /2023/0334 January 27, 2023,	During the year the Company has issued the intimation, to all investors, who hold shares in physical in Pursuant to SEBI/HO/OIAE /2023/0334 January 27, 2023	Complied

(c) During the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India(ICSI)	Yes	Nil
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	Nil



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	Yes Yes	Nil Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Nil Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	There was delay in submission two XBRL of disclosures to Stock Exchanges during the review period. However, no fine was imposed by any of the Stock Exchange for this delay.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s),if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.(or) The actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	N.A.	Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	N.A.	Nil

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

13.	Additional Non-compliances/observations, if any <ul style="list-style-type: none">Closure of Trading Window Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations")	Yes	There was a delay in Intimation of trading window closure for the quarter ended on September 30, 2023. However, no fine was imposed by any of the Stock Exchange for this delay.
-----	---	-----	--

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity..
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis
3. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
6. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March' 2024.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

For R M MIMANI & ASSOCIATES LLP
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No.: 1065/2021



UDIN: F006271F000369359

Place: Mumbai
Dated: May 15, 2024