

**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](mailto:thirumalai@thirumalaichemicals.com)  
Website: [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com)

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

CIN: L24100MH1972PLC016149

July 25, 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,

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 51<sup>st</sup> AGM held on July 24, 2024.**

Date of AGM	: 24/07/2024
Total number of shareholders on record date	: 65,076
No. of shareholders present in the meeting in person:	
Promoters and Promoter Group	: 10
Public	: 60

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

CS. Sejal Shah  
Secretarial Officer

### 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, 2024, and the reports of the Directors and the 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	152	4,50,29,157	100.00
Voted against the resolution	2	201	0.00
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>154</b>	<b>4,50,29,358</b>	<b>100.00</b>

Accordingly, out of the total **4,50,29,358** valid votes cast via e-voting and remote e-voting, **4,50,29,157** votes were cast **assenting** to the ordinary resolution and **201** 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 31<sup>st</sup> March 2024, 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, 2024.

**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	154	4,50,73,514	100.00
Voted against the resolution	1	200	0.00
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,50,73,514** votes were cast **assenting** to the Ordinary Resolution and **200** votes were cast **dissenting** to the Ordinary Resolution.

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

“**RESOLVED THAT** a dividend of ₹ 1 /- per equity share on the fully paid-up equity shares of the Company as recommended by the Board be and is hereby declared for the Financial Year ended March 31, 2024.”

**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	149	4,50,73,314	100.00
Voted against the resolution	6	400	0.00
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,50,73,314** votes were cast **assenting** to the Ordinary Resolution and **400** 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 Mrs. Ramya Bharathram (DIN:06367352) as Managing Director.

**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	146	4,49,63,488	99.76
Voted against the resolution	9	1,10,226	0.24
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,49,63,488** votes were cast **assenting** to the Special Resolution and **1,10,226** votes were cast **dissenting** to the Special Resolution.

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings and 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 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the reappointment of Mrs. Ramya Bharathram (DIN:06367352), as the Managing Director of the Company for a period of three (3) years commencing from May 26, 2024 upon terms and remuneration & benefits as detailed below and is liable to retire by rotation.

**Remuneration:**

1. Basic Salary per month ₹ 5,50,000 with annual increment of 50,000 or multiples thereof. The Board may increase the Basic Salary suitably, 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, upto 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.

**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.

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

**5. Subject Matter of Resolution:**

To re-appoint Mr. Rajeev M. Pandia (DIN 00021730) as an Independent Director.

**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	142	4,49,76,643	99.78
Voted against the resolution	13	97,071	0.22
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,49,76,643** votes were cast **assenting** to the Special Resolution and **97,071** votes were cast **dissenting** to the Special Resolution.

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

“**RESOLVED THAT** notwithstanding his completion of 75 years during the proposed tenure, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 13, 2024 and May 15, 2024 and pursuant to the provisions of Sections 149, 150, 152, 197 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajeev M Pandia (DIN 00021730), who holds office of Independent Director up to July 24, 2024 being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of three (3) consecutive years from July 25, 2024 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.”

#### **6. Subject Matter of Resolution:**

To appoint Mr. M. Somasundaram (DIN: 05185268) as an Independent Director.

**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	148	4,50,72,637	100.00
Voted against the resolution	7	1,077	0.00
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,50,72,637** votes were cast **assenting** to the Special Resolution and **1,077** votes were cast **dissenting** to the Special Resolution.

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

**“RESOLVED THAT**, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 149, 150, 152, 197 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Mr. M. Somasundaram (DIN: 05185268), being eligible for appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from the conclusion of this meeting and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.”

**7. Subject Matter of Resolution:**

To ratify the remuneration of Cost Auditor for Financial Year 2024-25.

**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	151	4,50,72,413	100
Voted against the resolution	4	1,301	0.00
Invalid votes	Nil	Nil	0.00
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, **4,50,72,413** votes were cast **assenting** to the Ordinary Resolution and **1,301** 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 Block D, Flat 307, 3<sup>rd</sup> Floor, Shayam’s Yesgeeyes, SP Homes, No. 156, Rajan Kuppam Road, Ayanambakkam, Chennai – 600 095 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for FY 24-25 for a remuneration of ₹ 1,00,000/- (Rupees One Lakhs), in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

### 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 voting at the Annual General Meeting**

Ref.: **51<sup>st</sup> Annual General Meeting of the Equity Shareholders of Thirumalai Chemicals Limited held on Wednesday, July 24, 2024**

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 (remote e-voting and voting during the Meeting) on the below mentioned resolutions at the 51<sup>st</sup> Annual General Meeting ("AGM") of the Shareholders of **Thirumalai Chemicals Limited** held on Wednesday, July 24, 2024 at 2.30 P.M. at the Mysore Association Auditorium, Mysore Association 393, Bhaudaji Road, Matunga C- Rly, Mumbai -400019, submit my report as under:

1. The e-voting facility, prior to the AGM (remote 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., Wednesday, July 17, 2024 were entitled to vote on the resolutions stated in the notice dated June 01, 2024 of 51<sup>st</sup> AGM of the Company.
3. The remote e-voting was opened on Saturday July 20, 2024 at 3.00 p.m. and closed on Tuesday July 23, 2024 at 5.00 p.m.
4. As informed by the Company, Shareholders who were present in the AGM and had not exercised their vote by remote e-voting facility were allowed to cast their votes at the AGM.
5. After announcement of voting by the Chairman during the Meeting, the Shareholders present at the AGM and entitled, voted through postal ballot facility provided by the Company at the AGM Venue. To facilitate the voting, one ballot box was kept for polling at the Meeting which was locked in my presence with due identification mark placed by me.
6. After closure of voting at the AGM, the locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
7. After closure of voting at the AGM, the votes cast through remote e-voting prior to the date of AGM were unblocked downloaded from the e-voting website of CDSL.

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# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

- My responsibility as the scrutinizer is to ascertain the voting processes and to submit the report on vote cast in favour or against the resolutions proposed in the notice dated June 01, 2024 of the 51<sup>st</sup> 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 51<sup>st</sup> AGM.
- Based on the records of the ballot papers and data downloaded from CDSL e-voting portal, the total votes cast in favour or against are tabulated below;

### **Ordinary Business:**

- To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the Financial year ended on March 31, 2024, and the reports of the Directors and the Auditors' thereon; - 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	152	4,50,29,157	100.00%
Voted against the resolution	2	201	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>154</b>	<b>4,50,29,358</b>	<b>100.00</b>

Accordingly, out of the total **4,50,29,358** valid votes cast via e-voting and remote e-voting, 4,50,29,157 votes were cast **assenting** to the Ordinary Resolution and 201 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.1 of the Notice dated June 01, 2024 is passed with requisite majority.

- To declare dividend for the Financial Year ended on March 31, 2024. - 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	154	4,50,73,514	100.00%
Voted against the resolution	1	200	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,50,73,514 votes were cast **assenting** to the Ordinary Resolution and 200 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no. 2 of the notice dated June 01, 2024 is passed with requisite majority.

- 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 - 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	149	4,50,73,314	100.00%

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# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

Voted against the resolution	6	400	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,50,73,314 votes were cast **assenting** to the Ordinary Resolution and 400 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no. 3 of the notice dated June 01, 2024 is passed with requisite majority

### Special Business:

#### 4. To re-appoint Mrs. Ramya Bharathram (DIN: 06367352) as Managing Director: 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	146	4,49,63,488	99.76%
Voted against the resolution	9	1,10,226	0.24%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00%</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,49,63,488 votes were cast **assenting** to the Special Resolution and 1,10,226 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no. 4 of the notice dated June 01, 2024 is passed with requisite majority.

#### 5. To re-appoint Mr. Rajeev M. Pandia (DIN 00021730) as an Independent Director: 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	142	4,49,76,643	99.78%
Voted against the resolution	13	97,071	0.22%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00%</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,49,76,643 votes were cast **assenting** to the Special Resolution and 97,071 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no. 5 of the notice dated June 01, 2024 is passed with requisite majority

#### 6. To appoint Mr. M. Somasundaram (DIN: 05185268) as an Independent Director: Special Resolution

Particulars	Number of	Number of shares for	% of total number
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# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

	members voted	votes cast by them	of valid votes cast
Voted in favour of the resolution	148	4,50,72,637	100.00%
Voted against the resolution	7	1,077	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100.00%</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,50,72,637 votes were cast **assenting** to the Special Resolution and 1,077 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no. 6 of the notice dated June 01, 2024 is passed with requisite majority

### 7. To ratify the remuneration of Cost Auditor for Financial Year 2024-25 : 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	151	4,50,72,413	100%
Voted against the resolution	4	1,301	0.00%
Invalid votes	Nil	Nil	0.00%
<b>Total</b>	<b>155</b>	<b>4,50,73,714</b>	<b>100%</b>

Accordingly, out of the total **4,50,73,714** valid votes cast via e-voting and remote e-voting, 4,50,72,413 votes were cast **assenting** to the Ordinary Resolution and 1,301 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no. 7 of the notice dated June 01, 2024 is passed with requisite majority

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

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

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

UDIN: A017083F000818675

Place: Mumbai  
Dated: July 25, 2024