

(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. 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.--**
Copy of proceedings 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 proceeding of the AGM is attached.

Kindly acknowledge.

Thanking you,

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**


T. Rajagopalan.
Company Secretary

PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THIRUMALAI CHEMICALS LIMITED HELD ON WEDNESDAY, AUGUST 21, 2021 THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) FROM 2.30 PM TO 3.50 PM.

Present:

Directors Present through VC:

- | | |
|------------------------------|--|
| 01. Mr. R. Parthasarathy | Chairman & Managing Director |
| 02. Mr. N. Subramanian | Director (Chairman of Business Review Committee) |
| 03. Mr. R. Ravishankar | Director (Chairman of Audit Committee) |
| 04. Mr. Raj Kataria | Director (Chairman of Nomination & Remuneration Committee) |
| 05. Mr. Dhruv Moondhra | Director |
| 06. Mr. Arun Ramanathan | Director (Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee) |
| 07. Mr. Rajeev M. Pandia | Director (Chairman of Risk Management Committee) |
| 08. Mr. R. Sampath | Director |
| 09. Mrs. Bhama Krishnamurthy | Director |
| 10. Mrs. Ramya Bharathram | Managing Director & CFO |
| 11. Mr. P.M.C. Nair | Whole-time Director (Mfg.) |

In Attendance:

- | | |
|------------------------|---|
| 01. Mr. C. Saiprasad | M/s. Walker Chandiook & Co LLP, Chartered Accountants |
| 02. Mr. Manoj Mimani | M/s R. M. Mimani & Associates, Company Secretaries |
| 03. Mr. C. G. Sethuram | Group Chief Executive Officer |
| 04. Mr. Sanjay Sinha | Chief Executive Officer |
| 05. Mr. T.Rajagopalan | Company Secretary |

Present: 81 Shareholders

As the Annual General Meeting of the Company was held only through Video Conferencing/OAVM, the facility of appointment of proxies by members was not available for the Meeting.

Mr. R. Parthasarathy, Chairman & Managing Director of the Company Chaired the Meeting through VC/OAVM.

After ascertaining presence of quorum, the Chairman called the meeting to order.

The Chairman welcomed the members and informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

The Chairman informed that the Statutory Registers/Documents, the Auditor's Report and the Secretarial Audit Report are available electronically for inspection as required under the Companies Act, 2013.

Mrs. Ramya Bharathram, Managing Director & CFO, introduced other Directors and Senior Executives.

The Chairman addressed the shareholders on the Business Scenario facing the Company, the performance of the company and the tentative Plans. *(Text of Chairman's Speech at the meeting is placed below.)*

Mrs. Ramya Bharathram, Managing Director & CFO, stated that there are no qualifications, observations or comments on financial transactions or matters, in the Auditor's Report/Secretarial Audit Report having any adverse effect on the functioning of the Company.

Then Mrs. Ramya Bharathram, Managing Director & CFO, narrated the business items set out in the Notice of the meeting.

Mrs. Ramya Bharathram, Managing Director & CFO, informed that the Company extended the facility of e-voting as required under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 and as provided under the Companies Act, 2013. Further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

Mrs. Ramya Bharathram, Managing Director & CFO, introduced Mr. Manoj Mimani, Practicing Company Secretary who has been appointed as Scrutinizer to scrutinise the voting through electronic means (i.e. remote e-voting and voting at the meeting by using electronic system).

All clarifications asked by the members/speakers on the performance of the Company and subsidiary were given by the Chairman.

Then, Mrs. Ramya Bharathram, Managing Director & CFO, announced that the poll results will be displayed at the websites as required under the Companies Act, 2013 as and when received from the Scrutinizer.

The meeting ended with a vote of thanks to the Chair.

Chairman's Speech (48th AGM)

Dear Members,

I'm very happy to welcome you to the 48th Annual General Meeting of your company.

This has been a year with no parallels in our living memory. Not just for Businesses, but more so for our society at large. It is very important to pause and reflect on the terrible impact this has had on our fellow citizens; mainly migratory labour and retail, consumer facing businesses such as shops, travel, restaurants, hotels, transport and dozens of other sectors, thrown out of work for many months.

The worst sufferers are the 120 million children who were covered by the 'noon meal' schemes at schools, and the hunger this pandemic had caused. And the millions of families that have been driven back into poverty.

While some did get a level of support through Government programs such as MGNREGA, it was barely enough to support their families; and most others do not have access even to these.

We have still vaccinated only a very small fraction of our population. At this rate, it may take at least 3 years for a good level of safety for our people. I hope the Governments at the Centre and the States find workable solutions to address this shortfall of vaccines and increase protection rates sharply.

We also, at this time have to remember, the large number of families that have suffered bereavement - the pandemic has not spared the rich or the poor.

The first quarter of FY21 resulted in a loss for your Company. It started with the lockdown, freeze in logistics, customers facing issues in labour supply and problems in permits.

In spite of all these, we managed to run our operations at about 40% of capacities.

The relatively low impact was a result of many years of tight control of working capital, assets, operational efficiencies, and robust cash reserves. This is despite having spent about Rs 300 Crs over the last 4 years in various projects.

We managed to be cash positive in every quarter including in Q1. In every quarter since, the results have been progressively better.

It goes without saying that this good performance in the face of a crises, was possible due to the experience and intense management of the senior management team, the hard work of all employees and their commitment, in these completely new times and new problems.

On your behalf, I congratulate the extraordinary work put in by our Group CEO Mr Sethuram, Ms Ramya Bharathram (ED & CFO), Mr Nair (ED) and Mr Venkatraghavan (President - Food Ingredients Division) and their immediate team members. This has enabled us to ramp up quickly to close to 90% capacity when the markets reopened.

But the net result is a strong performance and excellent cash flows.

Our Operating efficiencies were good throughout. We had implemented three 3 major projects – a Food Ingredients expansion, complete revamp and replacement of the core Phthalic Anhydride plant and Utilities, and the

Dahej project. We saw immediate results in all aspects, which were specifically the targets of efficiencies, energy, quality, safety and plant reliability. I'm proud to say these have all been based on in-house technology, engineering, equipment designs and project management.

Our Fine Chemicals and Food Ingredients performance could have been better, as two of the four units suffered during the year, one from some off-sites issues in the utilities and other from shortage of alcohol in TN.

Both of these have since been corrected and operations have been scaled up.

In the PA Business, performance was partly constrained by an enormous volume of imports, actually unprecedented, due to the demand crises in a few countries and aggravated by the FTAs which help them dump into India. Here the high efficiencies of our new revamped plants helped us greatly in moderating the margin compression and the volume loss.

The Government has started taking action against these. The necessary quasi-judicial findings are out. We hope the customs notification will come out very soon.

Our US subsidiary will invest in a Maleic Anhydride and Food Ingredients project aimed at N. America and Western Europe which are some of the largest markets. We are very well known in these regions, from our strong exports in the past, but we have not been able to supply for some years due to the strong increase in demand in Asia and India for these products. This is why this project has been started.

Our subsidiary will have a strong position, being in a surplus feedstock location, close to markets, and operating with excellent technologies,

patented by us in India and other countries. They have a good site with all utilities inside a chemical complex, they have started work on the project. Your company will support them with technology, engineering and design, and other services. The funding has been sourced for the investment, and the subsidiary has good support from the local Government, including in grants and soft loans. They will become operational by late 2023. This investment is planned as the first of three phased investments at this site.

Secondly, in TCL India, we have also announced a large Phthalic Anhydride and derivatives project in Western India, totalling about 210,000 tons/year, to be executed in 2 stages.

This will mimic our South Indian plants, though much larger in scope, and this will make TCL one of the largest producers globally.

90% of the Indian customers are very close, and end users are growing fast: in addition, we will be close to Feedstock and Export markets.

We have started initial work; we will keep you informed of progress.

During the last 8 to 10 years, and in particular 2008-12, you will remember the difficulties we had faced as a company in India and our subsidiary in Malaysia. Our first step thereafter up to 2015, to revamp the management completely was to resolve all these issues and ensure good financial and business health, reduce internal risks and external volatility and become globally competitive.

The Second step was the replacement of ageing plants and providing a platform for future expansions with robust cash flows, new manufacturing site, good systems and a strong management line-up for the future. These are now in place and completed.

Now, in the third phase, we are entering a long phase of sustained growth - growth in Capacities, Revenues and Profitability, a truly global reach in sales and marketing, and a larger range of value added products.

To achieve these ambitious long term goals, as you can see, we have started with a revamp of our senior management.

Mr CG Sethuram, our erstwhile CEO has taken up the larger role of driving strategic growth and to enter newer business segments.

Mr Sanjay Sinha, a highly experienced and tested Business Executive has joined us as CEO. And he has taken charge very effectively.

Ms Ramya Bharathram has taken up charge as Managing Director but also continues as CFO.

There have been any other changes and additions in the middle management teams, and this will continue.

We, Your Directors, Management and Employees are very confident that through these, we can create good value for all our many stakeholders, and especially for you, our shareholders.

Our subsidiary in Malaysia overcame two serious problems during the last 12 months, low margins and the breakdown of a large turbo compressor at the heart of plant. The latter, interrupted operations for 5 months and is now resolved.

We supported them in their efforts to bring their plants back on stream. Though they lost half a year, they managed to bounce back over the next half year, even building up a net cash reserve of over \$10m. Now, they are cash positive every month and have no net debt. They will continue to be so.

We have made many contributions to the communities around us during the pandemic: supplying healthy packed food to the vulnerable since the beginning, medical assistance at home and through our Trust's Hospital, setting up a COVID ward in our Trust's Hospital, vaccination for our staff and their families and for the local communities; and many such projects. Additionally, we identified one major need as in-house Oxygen supplies for Hospitals. We initiated and managed a project to build so far, 5 captive Oxygen Plants in Hospitals.

These are with our contributions and contributions from other companies. We have set up 5 of these so far. Each will serve a good sized ICU or COVID ward. We will support and manage these Units. These will be permanent assets for these Hospitals, and are capable to run 24 hours a day and 365 days a year.

We also imported large numbers of oxygen concentrator for donations; we have, as I said, helped setting up a COVID ward at Thirumalai Mission Hospital, not far from our site in South India. TMH provides excellent services for COVID patients and of course for a variety of other diseases, and will continue to do so. It is fully equipped with Oxygen, medical staff, necessary Infrastructure and Facilities etc.

In the past, I had talked to you about the continuous support of our Board to the Senior Management and the Employees. We again thank them for their involvement, the time and effort they spend on your company's affairs, and above all the valuable inputs and suggestions which have helped us in our growth and improve our governance at every step.

I thank our many stakeholders including our Customers, Suppliers, Banks, all our Service providers, the local Administration, Communities who have been very helpful. And of course all of you shareholders who have stood by us.

I must specially add my thanks to our Independent Director Mr N Subramanian, who steps down next month, on completion of his term as an Independent Director. He has been a key director; he is Chairman of the Board's Business Review Committee, a member of the Audit and CSR Committees and your company's representative on the Board of our Malaysian subsidiary, where he is the Chairman. He has played an important part in improving the company's performance and in making our Malaysian unit robust again, including after the recent slip up in operations.

I thank him on your behalf and on behalf of all our Employees and Directors for his significant contributions to our company and subsidiary.

As I close this speech, we have a number of resolutions which will be read out by Mrs Ramya Bharathram, our nominated Managing Director, for your consideration. Before we go to voting, I request the members who have registered to speak or ask questions, only do so when called: and in the interest of full discussions, to not repeat questions already asked by others. Our directors and I and our Senior Management are happy to respond as fully as we can.

Thank You.

Jai Hind.