

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

CIN: L24100MH1972PLC016149

August 08, 2020

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 47th AGM held on August 07, 2020**

Date of AGM : 07/08/2020

Total number of shareholders on record date: 53511

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 : 56

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 :

Adoption of the Audited Financial Statements (including consolidated Financial Statements) i.e. Balance Sheet as at, and the Statements of Profit & Loss and the Cash Flow Statement for the Financial Year ended on March 31, 2020, and the Reports of the Directors and Auditors thereon. (as an Ordinary Resolution)

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	e-Voting at AGM	Total	
Assent	42179499	27397	42206896	100.00
Dissent	160	Nil	160	Nil
Total	42179659	27397	42207056	100.00

Accordingly, out of the total 42207056 valid votes cast via e-voting, 42206896 votes were cast assenting to the ordinary resolution and 160 votes were cast dissenting to the ordinary resolution.

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

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2020 and the Audited Profit and Loss Account for the year ended on that date, together with the notes thereon and the Reports of the Board of Directors and Auditors thereon; standalone as well as consolidated; be and are hereby approved and adopted.”

2. Subject Matter of Resolution :

Reappointment of Mrs. Ramya Bharathram (DIN- 06367352) who retires by rotation.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	e-Voting at AGM	Total	
Assent	42179464	27397	42206861	100.00
Dissent	195	Nil	195	Nil
Total	42179659	27397	42207056	100.00

Accordingly, out of the total 42207056 valid votes cast via e-voting, 42206861 votes were cast assenting to the ordinary resolution and 195 votes were cast dissenting to the ordinary resolution.

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

“RESOLVED THAT, Mrs. Ramya Bharathram (DIN- 06367352), Director of the Company who retires by rotation and being eligible for appointment, be and is hereby re-appointed as a Director of the Company.”

3. Subject Matter of Resolution :

To appoint Mrs. Bhama Krishnamurthy as an Independent Director.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	e-Voting at AGM	Total	

Assent	42179464	27397	42206861	100.00
Dissent	195	Nil	195	Nil
Total	42179659	27397	42207056	100.00

Accordingly, out of the total 42207056 valid votes cast via e-voting, 42206861 votes were cast assenting to the ordinary resolution and 195 votes were cast dissenting to the ordinary 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 Sections 149, 150, 152 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(s) thereof for the time being in force) Mrs. Bhama Krishnamurthy (DIN: 02196839), Additional Director of the Company, who is retiring at this meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013, is eligible for appointment and meets 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, as amended from time to time, 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.”

4. Subject Matter of Resolution:

To reappoint Mrs. Ramya Bharathram (DIN 06367352), as a Whole-time Director of the Company.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	e-Voting at AGM	Total	
Assent	42179464	18149	42197613	100.00
Dissent	195	Nil	195	Nil
Total	42179659	18149	42197808	100.00

Accordingly, out of the total 42197808 valid votes cast via e-voting, 42197613 votes were cast assenting to the Special Resolution and 195 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT, pursuant to the provision of section 196 of the Companies Act, 2013 (Act) and other applicable provisions of the Act and Articles of Association of the Company, Mrs. Ramya Bharathram (DIN 06367352), be and is hereby reappointed as a Whole-time Director of the Company under section 196 of the Companies Act, 2013 with effect from 03.11.2020 for a period of three years and is liable to retire by rotation, upon remuneration and benefits as detailed below and be designated as “Executive Director”.

Remuneration:

- 1) Basic Salary: (Effective from 03-11-2020): Rs.500,000 - 50,000 – 700,000 – 100,000 – Rs.900,000 with the power to Managing Director to fix the Basic Salary within these limits. The Managing Director 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.”

5. Subject Matter of Resolution:

To ratify the remuneration of Cost Auditor for Financial Year 2020-21.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	e-Voting at AGM	Total	
Assent	42178224	27397	42205621	100.00
Dissent	1435	Nil	1435	Nil
Total	42179659	27397	42207056	100.00

Accordingly, out of the total 42207056 valid votes cast via e-voting, 42205621 votes were cast assenting to the ordinary resolution and 1435 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, Thiruvannamipur, Chennai -600 041 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2020-21 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

Thirumalai House Road No 29,
Near Sion Hill Fort,
Sion East, Mumbai - 400022

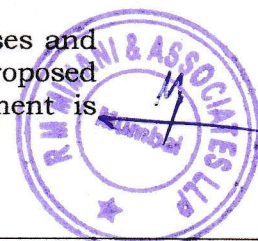
Sub.: **Consolidated Results of Remote e-voting and E-voting**

Ref.: **47th Annual General Meeting of the Equity Shareholders of Thirumalai
Chemicals Limited held on Friday, August 07, 2020**

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 47th Annual General Meeting ("AGM") of the Shareholders of **Thirumalai Chemicals Limited** held on Friday, August 07, 2020 at 2.30 p.m. through Video Conferencing ("VC")/Other Audio visual Mechanism ("OAVM"), submit my 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 31, 2020 were entitled to vote on the resolutions stated in the notice dated June 17, 2020 of 47th AGM of the Company
3. The remote e-voting was opened on August 03, 2020 at 3.00 p.m. and closed on August 06, 2020 at 5.00 p.m.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC/OAVM are entitled and voted through e-voting facility provided by the CDSL, at the AGM.
5. As informed by the Company, shareholders who were present at the AGM through VC/OAVM and had not exercised his vote by remote e-voting facility were allowed to cast their votes through e-voting at the AGM.
6. 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.
7. 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 June 17, 2020 of the 47th AGM. The Management is



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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 47th AGM.

8. Based on the date downloaded from CDSL e-voting portal, the total votes cast in favour or against the resolutions proposed in the notice of 47th AGM, are as under

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) i.e. Balance Sheet as at, and the Statements of Profit & Loss and the Cash Flow Statement for the Financial Year ended on March 31, 2020, 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	88	42,206,896	100.00%
Voted against the resolution	02	160	0.00%
Invalid votes	Nil	Nil	Nil
Total	90	42,207,056	

Accordingly, out of the total **42,207,056** valid votes cast via e-voting and remote e-voting, 42,206,896 votes were cast **assenting** to the ordinary resolution and 160 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.1 of the notice dated June 17, 2020 is passed with **requisite majority**.

2. To appoint a Director in place of in place of Mrs. Ramya Bharathram (DIN-06367352), who retires by rotation, and being eligible, offers herself 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	86	42,206,861	100.00%
Voted against the resolution	04	195	0.00%
Invalid votes	Nil	Nil	Nil
Total	90	42,207,056	

Accordingly, out of the total **42,207,056** valid votes cast via e-voting and remote e-voting, 42,206,861 votes were cast **assenting** to the ordinary resolution and 195 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.2 of the notice dated June 17, 2020 is passed with **requisite majority**.



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Special Business:

3. To appoint Mrs. Bhama Krishnamurthy (DIN: 02196839) as an Independent 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	86	42,206,861	100.00%
Voted against the resolution	04	195	0.00%
Invalid votes	Nil	Nil	Nil
Total	90	42,207,056	

Accordingly, out of the total **42,207,056** valid votes cast via e-voting and remote e-voting, 42,206,861 votes were cast **assenting** to the ordinary resolution and 195 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.3 of the notice dated June 17, 2020 is passed with **requisite majority**.

4. To reappoint Mrs. Ramya Bharathram (DIN 06367352), as a Whole-time Director of the Company

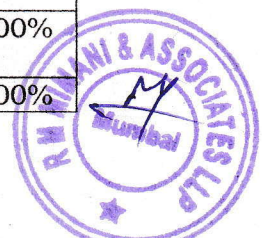
Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	85	42,197,613	100.00%
Voted against the resolution	04	195	0.00%
Invalid votes	Nil	Nil	Nil
Total	89	42,197,808	

Accordingly, out of the total **42,197,808** valid votes cast via e-voting and remote e-voting, 42,197,613 votes were cast **assenting** to the ordinary resolution and 195 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.4 of the notice dated June 17, 2020 is passed with **requisite majority**.

5. To consider and ratified the remuneration paid to the Cost Auditor of the Company 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	82	42,205,621	100.00%
Voted against the	08	1,435	0.00%



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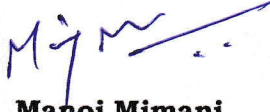
resolution			
Invalid votes	Nil	Nil	Nil
Total	90	42,207,056	

Accordingly, out of the total **42,207,056** valid votes cast via e-voting and remote e-voting, 42,205,621 votes were cast **assenting** to the ordinary resolution and 1,435 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.5 of the notice dated June 17, 2020 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]



Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: August 08, 2020

UDIN: A017083B000562463