

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

CIN: L24100MH1972PLC016149

June 23, 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,

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 2020.

Request you to take the same on record and acknowledge.

Thanking you,

Yours faithfully,

For **THIRUMALAI CHEMICALS LIMITED**



T. Rajagopalan.
Company Secretary

The Company Secretary
Thirumalai Chemicals Limited
[CIN; L24100MH1972PLC016149]
Thirumalai House, Road No. 29,
Sion (East), Mumbai - 400022

We have been engaged by **Thirumalai Chemicals Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on National Stock Exchange of India Limited (Symbol: TIRUMALCHM) and BSE Limited (Security Code: 500412) 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.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose, subject to the limitation that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs for containment of spread of Covid-19, the Company has provided registers, minute books, forms, returns and other records maintained by it by electronic means for our verification as required for the purpose of issuance of this report and have not been physically verified by us. However, the management of the Company has confirmed that all documents provided by electronic means are true and correct copies of original documents.

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

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: I2001MH250300]

Sd/-
Ranjana Mimani
(Partner)
FCS : 6271
CP No.: 4234

Place: Mumbai
Dated: June 22, 2020

UDIN: F006271B000364288

Secretarial Compliance report

Of

Thirumalai Chemicals Limited for the year ended March 31, 2020
[Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

We **R M Mimani & Associates LLP**, Company Secretaries, 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, 2020 ("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 there-under, 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) Regulations, 2014; **[Not applicable as there was no reportable event during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as there was no reportable event during the review period]**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable as there was no reportable event during the review period]**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/guidelines issued there-under; and based on the above examination, we hereby report that, during the Review Period;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter	Observations/ Remarks of the Practicing Company Secretary
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports **[Not applicable, as there was no observation made in the previous report]**

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: I2001MH250300]

Sd/-
Ranjana Mimani
(Partner)
FCS No: 6271
CP No.: 4234

Place: Mumbai
Dated: June 22, 2020

UDIN: F006271B000364288