

**The Chairman & Managing Director
Thirumalai Chemicals Limited**
Thirumalai House Road No 29,
Near Sion Hill Fort, Sion (East),
Mumbai-400022

Dear Sir,

Sub: Result of E-voting & Poll

This is with reference to our appointment to scrutinizing the e-voting and voting on poll at the 45th Annual General Meeting of the Members of the Company held on July 24, 2018.

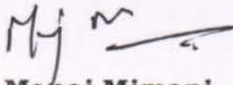
We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Result of Poll at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

**For R M Mimani & Associates LLP
[Company Secretaries]**



Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2018
Encl.; As above

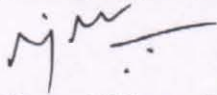
I - Report on results of e-voting

Summary of e-voting Results

| | |
|--------------------|---------------------------|
| EVSN Reference No. | 180521005 |
| Voting Start Date | July 20, 2018 at 3.00 P M |
| Voting End Date | July 23, 2018 at 5.00 P M |

| Item No. of the Agenda | Voted in favour | | Voted against | | Abstained | |
|------------------------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|-----------------|
| | No. of folios voted | No. of votes | No. of folios voted | No. of votes | No. of folios voted | No. of votes |
| 1 | 65 | 4531744 | 0 | 0 | 0 | 0 |
| 2 | 64 | 4531734 | 1 | 10 | 0 | 0 |
| 3 | 65 | 4531744 | 0 | 0 | 0 | 0 |
| 4 | 63 | 4531384 | 2 | 360 | 0 | 0 |
| 5a | 64 | 4531734 | 1 | 10 | 0 | 0 |
| 5b | 65 | 4531744 | 0 | 0 | 0 | 0 |
| 5c | 65 | 4531744 | 0 | 0 | 0 | 0 |
| 6 | 64 | 4531709 | 1 | 35 | 0 | 0 |

**For R M Mimani & Associates LLP
[Company Secretaries]**



**Manoj Mimani
Partner**

ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2018

II: Report of Scrutinizer on Poll

**FORM No. MGT-13
Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

The Chairman & Managing Director
Thirumalai Chemicals Limited
Thirumalai House Road No 29
Near Sion Hill Fort, Sion East, Mumbai-400022

Ref.: **45th Annual General Meeting of the Equity Shareholders of Thirumalai
Chemicals Limited held on July 24, 2018.**

Dear Sir,

I, Manoj Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 45th Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on July 24, 2018 at 2.30 p.m. at the Mysore Association Auditorium, Mysore Association, 393, Bhaudaji Road, Matunga C-Rly, Mumbai-400019, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(1) Adoption of Financial Statements of the Company for the financial year ended on March 31, 2018

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 32 | 33607 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |



(2) Declaration of dividend for the financial year ended on March 31, 2018.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 33 | 35707 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(3) Appointment of Director in place of Mr. P. Mohana Chandran Nair (DIN: 07326079) who retires by rotation and being eligible offered himself for re-appointment

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 32 | 35701 | 99.999% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 6 | 0.001% |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(4) Ratification of the remuneration of Cost Auditor for Financial Year 2018-19

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 31 | 33601 | 99.999% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 6 | 0.001% |



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(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(5a) Splitting of the Company's Equity Shares of Rs.10/- each into 10 Equity Shares having a face value of Re. 1/- each.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 33 | 35707 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(5b) Alteration of the Memorandum of Association of the Company

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 32 | 33607 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(5c) Alteration of the Articles of Association of the Company

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 31 | 33601 | 99.999% |



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(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 6 | 0.001% |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(6) Modification of the terms of Appointment of Mrs. Ramya Bharatharam, Whole-Time Director

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 33 | 35707 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

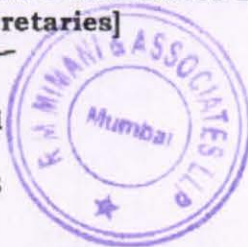
| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.

6. The poll papers and all other relevant records were sealed and 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: July 25, 2018

In the presence of:

1. _____
2. _____

III - Report on consolidated results

Based on result of e-voting and Poll at the 45th Annual General Meeting of the members of the **Thirumalai Chemicals Limited** held on Tuesday, July 24, 2018 at 2.30 p.m., Consolidated Results of each item of the Agenda as set out in the notice of AGM dated May 10, 2018 is narrated here-in-below;

Item No.1

Adoption of Financial Statements of the Company for the financial year on ended March 31, 2018

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531744 | 33607 | 4565351 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil |
| Total | 4531744 | 33607 | 4565351 | 100.00 |

Accordingly, out of the total **4565351** valid votes cast via e-voting and poll, **4565351** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.1 of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No.2

Declaration of dividend for the financial year ended on March 31, 2018

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531734 | 35707 | 4567441 | 99.999 |
| Dissent | 10 | Nil | 10 | 0.001 |
| Total | 4531744 | 35707 | 4567451 | 100.00 |

Accordingly, out of the total **4567451** valid votes cast via e-voting and poll, **4567441** votes were cast **assenting** to the ordinary resolution and **10** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.2 of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No. 3

Appointment of Director in place of Mr. P. Mohana Chandran Nair (DIN: 07326079) who retires by rotation and being eligible offered himself for re-appointment

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531744 | 35701 | 4567445 | 99.999 |
| Dissent | Nil | 6 | 6 | 0.001 |
| Total | 4531744 | 35707 | 4567451 | 100.00 |



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Accordingly, out of the total **4567451** valid votes cast via e-voting and poll, **4567445** votes were cast **assenting** to the ordinary resolution and **6** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.3 of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No. 4

Ratification of the remuneration of Cost Auditor for Financial Year 2018-19

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531384 | 33601 | 4564985 | 99.992 |
| Dissent | 360 | 6 | 366 | 0.008 |
| Total | 4531744 | 33606 | 4565351 | 100.00 |

Accordingly, out of the total **4565351** valid votes cast via e-voting and poll, **4564985** votes were cast **assenting** to the ordinary resolution and **366** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.4 of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No. 5a

Splitting of the Company's Equity Shares of Rs.10/- each into 10 Equity Shares having a face value of Re. 1/- each.

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531734 | 35707 | 4567441 | 99.999 |
| Dissent | 10 | Nil | 10 | 0.001 |
| Total | 4531744 | 35707 | 4567451 | 100.00 |

Accordingly, out of the total **4567451** valid votes cast via e-voting and poll, **4567441** votes were cast **assenting** to the ordinary resolution and **10** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.5a of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No. 5b

Alteration of the Memorandum of Association of the Company

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531744 | 33607 | 4565351 | 100 |
| Dissent | Nil | Nil | Nil | Nil |
| Total | 4531744 | 33607 | 4565351 | 100 |

Accordingly, out of the total **4565351** valid votes cast via e-voting and poll, **4565351** votes were cast **assenting** to the special resolution and **Nil** votes were cast **dissenting** to the special resolution.



Thus, the special resolution as contained in item no.5b of the notice dated May 10, 2018 is passed with **requisite majority**

Item No. 5c

Alteration of the Articles of Association of the Company

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531744 | 33601 | 4565345 | 99.99 |
| Dissent | Nil | 6 | 6 | 0.001 |
| Total | 4531744 | 33606 | 4565351 | 100.00 |

Accordingly, out of the total **4565351** valid votes cast via e-voting and poll, **4565345** votes were cast **assenting** to the special resolution and **6** votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.5c of the notice dated May 10, 2018 is passed with **requisite majority**.

Item No. 6

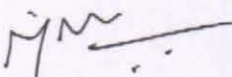
Modify the terms of Appointment of Mrs. Ramya Bharatharam, Whole-Time Director.

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|--------------|----------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 4531709 | 35707 | 4567416 | 99.99 |
| Dissent | 35 | Nil | 35 | 0.001 |
| Total | 4531744 | 35707 | 4567451 | 100.00 |

Accordingly, out of the total **4567451** valid votes cast via e-voting and poll, **4567416** votes were cast **assenting** to the special resolution and **35** votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.6 of the notice dated May 10, 2018 is passed with **requisite majority**.

For R M Mimani & Associates LLP
[Company Secretaries]



Manoj Mimani
Partner

ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2018