

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

CIN: L24100MH1972PLC016149

May 18, 2023

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 2023.

Request you to take the same on record and acknowledge.

Thanking you,

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**


T. Rajagopalan.
Company Secretary

T
Rajago
palan
Digitally signed
by T.Rajagopalan
Date: 2023.05.18
20:01:13 +05'30'

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

The Board of Directors

Thirumalai Chemicals Limited
[CIN: L24100MH1972PLC016149]
Thirumalai House Road No 29
Near Sion Hill Fort, Sion East,
Mumbai -400022.

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

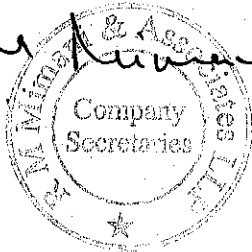
Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

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.

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

For R M MIMANI & ASSOCIATES LLP
[Company Secretaries]
[Firm Registration No. L2015MH008300]


Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No.: 1065/2021



UDIN: F006271E000329891

Place: Mumbai
Dated: May 17, 2023

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

Secretarial Compliance Report of

Thirumalai Chemicals Limited for the year ended March 31, 2023

[Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We 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, 2023 ("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 thereunder, 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 and Sweat Equity) Regulations, 2021; [**Not applicable as there was no reportable event during the review period**]
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Not applicable as there was no reportable event during the review period**]
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/guidelines issued there-under;

Based on the above examination, we hereby report that;

- (a) During the Review Period the compliance status of the listed entity is appended as below:

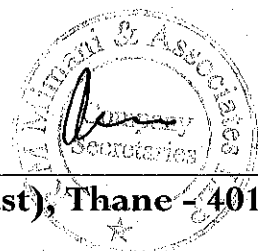
Sr. No.	Particulars	Compliance Status(Yes/ No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

2.	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to their relevant document (s)/section of the website 	Yes	Nil
4.	<p>Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p>Details related to Subsidiaries of listed entities have been examined w. r. t.:</p> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	Yes Yes	Nil Nil
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. 	Yes Yes	Nil Nil

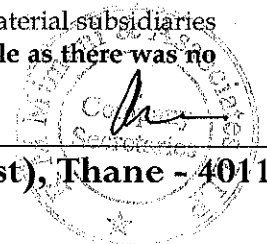


R MMIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

9.	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The Company has maintained the data as required under regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in excel format till March 27, 2023.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	N.A.	Nil
12.	<p>Additional Non-compliances/observations, if any:</p> <ul style="list-style-type: none"> • Pursuant to Regulation 25(10) of SEBI (LODR) with top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors company fails to comply with the same. • Pursuant to SEBI/HO/MIRSD/POD-1/OW/P/2022/64923 December 30, 2022 Companies are required to open a separate demat account with the nomenclature "Suspense Escrow Demat Account" for purpose of this circular and company fails to comply with the same. • Pursuant to SEBI/HO/OIAE/2023/0334 January 27, 2023 Accordingly, all listed companies are hereby advised to issue the certain intimation, either by e-mails or by SMSs to all investors, who hold shares in physical form and company fails to comply with the same. 	No Yes No	As informed by the Company, the Board is evaluating the proposal. The Company is in process of opening of Suspense Escrow Demat Account. Nil.

(b) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 [Not applicable as there was no reportable event during the review period]



R M MIMANI & ASSOCIATES LLP

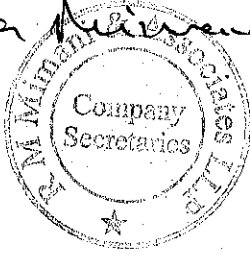
COMPANY SECRETARIES

- (c) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- (c) 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 previous report.]

For R M MIMANI & ASSOCIATES LLP
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No.: 1065/2021



UDIN: F006271E000329891

Place: Mumbai
Dated: May 17, 2023