



Thirumalai Chemicals Ltd.

(AN ISO 9001, ISO 14001, HACCP, FSSC 22000 & ISO 50001 CERTIFIED COMPANY)
CIN : L24100MH1972PLC016149

Regd. Office : Thirumalai House, Plot No.101/102, Sion-Matunga Estate, Scheme No. 6, Road No. 29, Sion (E), MUMBAI-400 022, India.
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RESPONSIBLE CARE
OUR COMMITMENT TO SUSTAINABILITY

July 24, 2017

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: **Clause 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.--
Voting Results of the 44th AGM held on July 22, 2017.**

Date of AGM : 22/07/2017

Total number of shareholders on record date: 18593

No. of shareholders present in the meeting either in person or by proxy:

Promoters and Promoter Group: 09

Public : 86

No. of shareholders attended the meeting through Video conferencing: NA

The business transacted at the meeting along with their respective voting results are attached.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For **THIRUMALAI CHEMICALS LIMITED**

T. RAJAGOPALAN.

COMPANY SECRETARY.

MANUFACTURERS OF PHTHALIC ANHYDRIDE, MALEIC ANHYDRIDE AND SYNTHETIC FOOD ACIDULANTS

FACTORY : 25-A, SIPCOT Industrial Complex, Ranipet-632 403. Tamilnadu, India. Phone + 91-04172-244441 / 42, Fax : +91-04172-244308, E-mail : mail@thirumalaichemicals.com

1. Subject Matter of Resolution:

Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31st, 2017, together with the Reports of the Board of Directors and the Auditors thereon.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,843	4,693,495	99.999
Dissent	Nil	2	2	00.001
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,495 votes were cast assenting to the ordinary resolution and 02 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT the Audited Balance Sheet as at March 31st, 2017 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:

To declare dividend for the financial year ended March 31st, 2017.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,844	4,693,496	99.999
Dissent	Nil	1	1	00.001
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,496 votes were cast assenting to the ordinary resolution and 01 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.



“RESOLVED THAT a dividend of Rs.18.75 per equity share on the paid-up equity share capital of the company as recommended by the Board be and is hereby declared for the financial year ended March 31st, 2017.”

3. Subject Matter of Resolution:

Reappointment of Mr. R.Sampath, Director (DIN: 00092144) who retires by rotation.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,500,774	137,844	4,638,618	99.830
Dissent	54,878	1	54,879	01.170
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,638,618 votes were cast assenting to the ordinary resolution and 54,879 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT Mr. R.Sampath, (DIN: 00092144), Director of the Company who retires by rotation and being eligible for appointment, be and is hereby reappointed as a Director of the Company.”

4. Subject Matter of Resolution:

Ratification of appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors for the financial year 2017-2018 and fix their remuneration.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,844	4,693,496	99.999
Dissent	Nil	1	1	00.001
Total	4,555,652	137,845	4,693,497	100.000



Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,496 votes were cast assenting to the ordinary resolution and 01 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”), the Company hereby ratifies the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on a remuneration to be determined by the Board of Directors.”

5. Subject Matter of Resolution:

Appointment of Mr. Arun Ramanathan (DIN 00308848), as an Independent Director for a term of five consecutive years from the conclusion of this meeting.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,844	4,693,496	99.999
Dissent	Nil	1	1	00.001
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,496 votes were cast assenting to the ordinary resolution and 01 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Arun Ramanathan (DIN 00308848), Additional Director of the Company, who is retiring at this meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting.”



6. Subject Matter of Resolution:

Reappointment of Mrs. Ramya Bharathram (DIN 06367352), as a Whole-time Director of the Company 2013 for a period of three years with effect from 03.11.2017 and is liable to retire by rotation.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,844	4,693,496	99.999
Dissent	Nil	1	1	00.001
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,496 votes were cast assenting to the ordinary resolution and 01 votes were cast dissenting to the ordinary resolution.

Result: The Chairman declared that the following Special Resolution had been passed with requisite majority.

"RESOLVED THAT pursuant to the section 196 of the Companies Act, 2013 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 03.11.2017 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 3-11-2017): With a minimum of Rs.400,000 per month and up to maximum of Rs.750,000 per month with the power to Managing Director to fix the basic within these limits. The Managing Director may increase suitably the Basic Salary 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, but subject to the Annual Basic salary of the relevant year for which she is eligible and paid, as defined in item 1 above. 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."

7. Subject Matter of Resolution:

To ratify the remuneration of Cost Auditor for Financial Year 2017-18.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,555,652	137,843	4,693,495	99.999
Dissent	Nil	2	2	00.001
Total	4,555,652	137,845	4,693,497	100.000

Accordingly, out of the total 4,693,497 valid votes cast via e-voting and poll, 4,693,495 votes were cast assenting to the ordinary resolution and 02 votes were cast dissenting to the ordinary resolution.

Result: Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT subject to approval as may be required from the Central Government the appointment of Mr. G. Sundaresan, Cost Accountant (M 11733), as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2017-18 for a remuneration of Rs.25,000/- in addition to reimbursement of out of pocket expenses, be and is hereby ratified."



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 44th Annual General Meeting of the Members of the Company held on July 22, 2017.


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 24, 2017
Encl.: As above

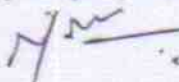
I - Report on results of e-voting

Summary of e-voting Results

EVSN Reference No.	170524001
Voting Start Date	July 18, 2017 at 3.00 P M
Voting End Date	July 21, 2017 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	58	4,555,652	Nil	Nil	Nil	Nil
2	58	4,555,652	Nil	Nil	Nil	Nil
3	53	4,500,774	5	54,878	Nil	Nil
4	58	4,555,652	Nil	Nil	Nil	Nil
5	58	4,555,652	Nil	Nil	Nil	Nil
6	58	4,555,652	Nil	Nil	Nil	Nil
7	58	4,555,652	Nil	Nil	Nil	Nil

For R M Mimani & Associates LLP
[Company Secretaries]


Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 24, 2017

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.: **44th Annual General Meeting of the Equity Shareholders of Thirumalai
Chemicals Limited held on July 22, 2017**

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 44th Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on July 22, 2017 at 3.00 p.m. at Mysore Auditorium, Matunga (East), Mumbai, 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, 2017

(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
30	137,843	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
02	02	0.001%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
02	28,895



(2) Declaration of dividend for the financial year ended on March 31, 2017.

(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	137,844	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
01	01	0.001%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
02	28,895

(3) Appointment of Director in place of Mr. R. Sampath (DIN: 00092144) 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
31	137,844	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
01	01	0.001%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
02	28,895

(4) Ratification of the appointment of statutory auditors for the financial year 2017-18 and fix their remuneration

(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	137,844	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
01	01	0.001%



