



# Thirumalai Chemicals Ltd.

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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ISO 9001, ISO 14001  
HACCP CERTIFIED COMPANY

July 25, 2018

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 45<sup>th</sup> AGM held on July 24, 2018.

Date of AGM : 24/07/2018

Total number of shareholders on record date: 35702

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

Promoters and Promoter Group: 11

Public : 100

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

The businesses that are transacted at the meeting along with their respective voting results as declared by the Chairman are placed below.

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, 2018, 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	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.

**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, 2018 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, 2018.

**Nature of Resolution:** Ordinary Resolution

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.

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

“RESOLVED THAT a dividend of Rs.20.00 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, 2018.”

### 3. Subject Matter of Resolution:

Reappointment of Mr. P. Mohana Chandran Nair (DIN 07326079) who retires by rotation.

**Nature of Resolution:** Ordinary Resolution

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

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.

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

“RESOLVED THAT Mr. P. Mohana Chandran Nair (DIN 07326079), 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:**

To ratify the remuneration of Cost Auditor for Financial Year 2018-19.

**Nature of Resolution:** Ordinary Resolution

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.

**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 2018-19 for a remuneration of Rs.30,000/- in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

**5. Subject Matter of Resolution:**

- a) Approval for splitting of the Company’s Equity Shares of Rs.10/- each into 10 Equity Shares having a face value of Re. 1/- each.

**Nature of Resolution:** Ordinary Resolution

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.

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

“RESOLVED THAT in pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of the Company having a face value of Rs.10/- (Rupees Ten) each in the Authorized Share Capital of the Company be sub-divided into 15,00,00,000 (Fifteen Crores) Equity Shares having a face value of Re.1/- (Rupee One) each.”

“RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Directors or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

b) Alteration of the Memorandum of Association of the Company:

**Nature of Resolution:** Special Resolution

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.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

“V. The Share Capital of the company is Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- (Rupee One) each and 1,00,00,000 (One Crore) Unclassified shares of Rs.10/- (Rupees Ten) each, to be classified by the Board in shares of an one

or more class(es) as may be permissible under the companies Act, 2013 in such proportion and on such terms as they decide.”

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Directors or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

c) Alteration of the Articles of Association of the Company:

**Nature of Resolution:** Special Resolution

<b>Particulars</b>	<b>Number of votes contained in</b>			<b>% of valid votes</b>
	<b>e-votes</b>	<b>Poll</b>	<b>Total</b>	
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.

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 5 of the Articles of Association of the Company be altered and is hereby by substituting the following:

“5. The Authorised Capital of the company is Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- (Rupee One) each and 1,00,00,000 (One Crore) Unclassified shares of Rs.10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Directors or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

**6. To Modify the terms of Appointment of Mrs. Ramya Bharatharam, whole-time Director**

Nature of Resolution: Special Resolution

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.

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

“RESOLVED THAT in partial modification of the resolution of the members passed in the Annual General Meeting held on July 22, 2017, and in terms of the provisions of section 196 and other applicable provisions of Companies Act, 2013 (including any amendment/modification thereof), the remuneration of Mrs. Ramya Bharathram (DIN 06367352), Whole-time Director, be revised with effect from this date of resolution till November 02, 2020.

RESOLVED THAT the stated commission payable to Mrs. Ramya Bharathram Whole-time Director under Remuneration be modified as below;

- 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 all other terms and conditions set in the said Resolution will remain full and operational.”