

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

CIN: L24100MH1972PLC016149

December 12, 2022

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 - Declaration of Postal Ballot Result

We hereby forward the minutes of resolution declared by the Chairman on Monday, December 12, 2022, which was passed by members of Thirumalai Chemicals Limited through Postal Ballot (by remote e-voting process) conducted from Friday, November 11, 2022 to Sunday, December 11, 2022 along with the report forwarded by the Scrutinizer.

Kindly acknowledge.

Thanking you,

Yours faithfully,  
For THIRUMALAI CHEMICALS LIMITED



T. Rajagopalan.  
Company Secretary

T  
Rajagop  
alan

Digitally signed by T. Rajagopalan  
DN: cn=T. Rajagopalan,  
2.5.4.20=80ad8a1d5a3c9f5eccc9a9bd0271d  
c7a3d5c32207918f35d746074a2d89c,  
serialNumber=101, o=Thirumalai  
Hos. B. Wing, Green Park, Mira Road  
East, Thirumalai Road, Thirumalai,  
pincode=401101, postalCode=401101,  
serialNumber=0729184c8b44c2b73b769792  
4950a4320e0c085021712f4e40209a4  
345, cn=Personnel, c=IN, o=Thirumalai  
Date: 2022.12.12 13:15:58 +05'30'

**MINUTES OF RESOLUTION DECLARED BY THE CHAIRMAN ON MONDAY, DECEMBER 12, 2022, WHICH WAS PASSED BY MEMBERS OF THIRUMALAI CHEMICALS LIMITED THROUGH POSTAL BALLOT (BY REMOTE E-VOTING PROCESS) CONDUCTED FROM FRIDAY, NOVEMBER 11, 2022 TO SUNDAY, DECEMBER 11, 2022.**

The appointed Scrutinizer Mr. Manoj Mimani of M/s. R.M. Mimani & Associates LLP, Practicing Company Secretaries, has forwarded his report to the Chairman on December 12, 2022 and the result was declared by the Chairman as detailed below and also uploaded on the websites as required.

**1. Subject Matter of Resolution:**

To consider making investments, giving loans, guarantees and/or security and/or other financial commitments in excess of the limits specified u/s 186 of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**Nature of Resolution:** Special Resolution

Particulars	Number of votes	% of valid votes
Assent	42,682,648	97.52
Dissent	1,085,703	2.48
Total	43,768,351	100.00

Accordingly, out of the total 43,768,351 valid votes cast via e-voting, 42,682,648 votes were cast assenting to the Special resolution and 1,085,703 votes were cast dissenting to the Special resolution.

**Result:** The following Special Resolution had been passed with requisite majority.

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Shareholders of the Company be and is hereby accorded to

- a. give any loan to any person(s) or other body corporate(s) ;
- b. give any guarantee or provide security or any other financial commitments in connection with a loan to any person(s) or other body corporate(s) ; and
- c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate;

from time to time in one or more tranches as the Board of Directors, in their absolute discretion deem beneficial and in the interest of the Company, by an aggregate sum not exceeding Rs. 1600 Crores (Rupees One Thousand Six Hundred Crores) notwithstanding the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. R. Parthasarathy, Chairman and Managing Director, Mrs. Ramya Bharathram, Managing Director and CFO, Mr. PMC Nair, Director and Mr. T. Rajagopalan, Company Secretary be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]**

**The Chairman**

**Thirumalai Chemicals Limited**

[CIN: L24100MH1972PLC016149]

Thirumalai House, Road No. 29,

Near Sion Hill Fort, Sion (East),

Mumbai - 400022

Dear Sir,

**Sub.: Scrutinizer's Report on passing of Resolution through Postal Ballot**

1. I, Manoj Mimani, Partner at R M Mimani & Associates LLP, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on October 26, 2022 for scrutinizing Postal Ballot which was conducted only through electronic means in respect of the resolution contained in the Notice dated November 08, 2022 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed with respect to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in terms of the general circulars issued by the Ministry of Corporate Affairs (**the "MCA"**) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, [**the "Listing Regulations"**] in this regard from time to time, on the resolution as set-out in the Notice of Postal Ballot.
2. The Postal Ballot Notice dated November 08, 2022 along with the explanatory statement setting out material facts under Section 102 of the Act was sent to the Shareholders through electronic means on November 08, 2022. The said Notice was sent to all the Members as on the cut-off date i.e., November 04, 2022
3. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e., November 04, 2022
4. In terms of the aforesaid Notice, voting through electronic means was kept open from Friday, November 11, 2022 at 3.00 pm (IST) and ends on Sunday, December 11, 2022 at 5.00 p.m. (IST)
5. All the votes cast through e-voting up to the closing of working hours (5:00 p.m.) on December 11, 2022, the last date and time fixed by the Company for submission of vote through e-voting were considered for scrutiny.
6. The e-voting were unblocked after 5.00 p.m. of December 11, 2022.
7. My responsibility as the scrutinizer is to ascertaining the voting processes and to submit the report on vote cast in favour or against the resolution proposed in the Notice of Postal Ballot dated November 08, 2022 . The Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolution proposed in the Notice of Postal Ballot.

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

8. Based on the data downloaded from CDSL e-voting portal, the total votes cast in favour or against the resolution proposed in the Notice of Postal Ballot are as under:

**Item No. 1:**

To authorize Board for making investments, giving loans, guarantees and/or security and/or other financial commitments in excess of the limits specified u/s 186 of the Companies Act, 2013

Method of Voting	Votes in favour the resolution			Votes against the resolution		
	No. of shareholders voted	No. of shares	% of valid votes	No. of shareholders voted	No. of Shares	% of valid votes
E-voting	224	42,682,648	97.52	50	1,085,703	2.48

Accordingly, out of the total 43,768,351 valid votes cast via e-voting, 42,682,648 votes were cast **assenting** to the special resolution and 1,085,703 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained at item no.1 of the Notice of Postal Ballot dated November 08, 2022 is passed with requisite majority.

The Register, all other papers and relevant records relating to Postal Ballot and e-voting shall will be handed over to the Company Secretary for safe custody.

Thanking you,

Yours faithfully,

For **R M Mimani & Associates LLP**  
**[Company Secretaries]**  
**[Firm Registration No.: L2015MH008300]**

MANOJ KUMAR MIMANI  
Digitally signed by  
MANOJ KUMAR MIMANI  
Date: 2022.12.12  
12:55:34 +05'30'

**Manoj Mimani**  
**Partner**  
**ACS No: 17083**  
**CP No: 11601**  
**PR No.: 1065/2021**

UDIN: A017083D002685474

Dated: December 12, 2022

Place: Mumbai