

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

CIN: L24100MH1972PLC016149

*In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e- voting explained in the Notice.*

**Notice of Postal Ballot to the Shareholders  
(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, General Circular No. dated 09/2023 dated September 25, 2023, General circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Thirumalai Chemicals Limited (the Company) seeks approval of Members to transact the Business set out below and as contained in the Postal Ballot Notice dated Tuesday, May 12, 2026. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

**SPECIAL BUSINESS:**

**1. To consider and approve the creation of pledge on the equity shares and security over the assets by the subsidiaries of the Company against the loan facilities to be availed by TCL Specialties LLC, a double step-down subsidiary of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactment thereof for the time being in force), provisions of the Memorandum of Association and Articles of Association of the Company and relevant provisions of Foreign Exchange Management Act, 1999, including rules and regulations framed thereunder and Regulation 24 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, (“SEBI LODR”), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) for: (i) creation of pledge by the subsidiary of the Company i.e. TCL Global BV, Netherlands over 100% (One Hundred Percent) of their holdings in TCL Inc., USA; (ii) creation of pledge by the step down subsidiary of the Company, TCL Inc., USA over 100% (one hundred percent) of their

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

CIN: L24100MH1972PLC016149

holdings in TCL Specialties LLC (“TCLS”); and (iii) creation of security over the assets of TCLS, all of the foregoing as a collateral to secure the loan facilities (“Facilities”) to be availed by TCLS up to USD 140,000,000 (United States Dollars One Hundred Forty Million only), and such other security as may be required to secure the Facilities together with interest, additional interest, commitment charges, costs, expenses, and all other monies payable by TCLS, in terms of the relevant loan agreement(s)/facilities agreement(s).

**RESOLVED FURTHER THAT** the Board of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including the authority to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors of the Company with power to further delegate such powers, including the authority to sign, execute and give delivery on behalf of the Company of all such agreements, deeds, documents, instruments and writings, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to file this resolution with the Registrar of Companies and/or any other statutory/governmental authority(ies) as may be required and comply with all other legal/regulatory requirements within the time prescribed by law.

**RESOLVED FURTHER THAT** a certified true copy of the above resolutions be furnished to any persons concerned for their information and records, and any of the directors of the Company and the company secretary be and are hereby severally authorized to issue the same.

**By Order of the Board  
For Thirumalai Chemicals Ltd.**

**Aditya Sharma  
Company Secretary & Compliance Officer**

**Registered Office: Thirumalai House,  
Road No.29, Sion-East,  
Mumbai - 400 022.  
Date: May 12, 2026**

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

CIN: L24100MH1972PLC016149

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, which sets out details relating to Resolution in the notice is annexed hereto.
2. The Notice is being sent by e-mail to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on **Friday, May 08, 2026 i.e. the Cut-off Date**. The Notice is being sent to members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of physical shareholding). The same is also available on the Company's website at [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of CDSL.
3. Members whose names appear on the Register of members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cutoff Date. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting.
4. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
5. The Board of Directors has appointed Mr. Manoj Mimani (Membership No. ACS 17083), Partner and failing him, Mrs. Ranjana Mimani, (Membership No. FCS 6271), Partner of M/s. R.M. Mimani & Associates LLP, Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and read with the Rules and the MCA Circulars, the Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically. The instructions for E-voting facility arranged by the Company are mentioned in the Notes below. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
7. **The voting period begins on Thursday, May 14, 2026 at 09.00 am (IST) and ends on Friday, June 12, 2026 at 05.00 p.m. (IST) (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date of **Friday, May 08, 2026**, may cast their vote

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

CIN: L24100MH1972PLC016149

electronically. The e-voting module shall be disabled by CDSL for voting after **05.00 p.m. (IST) on Friday, June 12, 2026.**

8. In terms of Secretarial Standard–2, the resolutions, on receiving the requisite number of ‘assent’ votes, shall be deemed to have been passed on **Friday, June 12, 2026.**
9. After completion of scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman of the Company (“Chairman”) or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot e-voting shall be declared within 2 (two) working days from the end of voting, at the registered office of the Company and communicated to the stock exchange(s), and shall also be displayed on the Company’s website, viz., [www.thirumalaichemicals.com](http://www.thirumalaichemicals.com) and the website of E-voting agency CDSL.

**10. The instructions for Members for remote e-voting are as under:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

CIN: L24100MH1972PLC016149

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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

CIN: L24100MH1972PLC016149

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

CIN: L24100MH1972PLC016149

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

CIN: L24100MH1972PLC016149

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

CIN: L24100MH1972PLC016149

(viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in) and [investorinfo@thirumalaichemicals.com](mailto:investorinfo@thirumalaichemicals.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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

CIN: L24100MH1972PLC016149

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Share Transfer Agent “MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*)” on their email ID at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No: 1**

The members may note that TCL Specialties LLC, USA (“TCLS”), a wholly owned step-down subsidiary of the Company, has constructed a manufacturing unit in West Virginia, USA to manufacture Maleic Anhydride and Food Ingredients. The unit is being commissioned in a phased manner.

This facility of TCLS is a fully integrated plant and provides a significant competitive advantage for the manufacture of downstream products. The Company will be able to build a local supply source for its European and US customers from this facility. Further the abundant availability and assured long term supply of feedstock at competitive price is an advantage for the unit.

TCLS is to avail loan facilities up to USD 140,000,000 (United States Dollars One Hundred Forty Million only) from various lenders (“Facilities”), which partly includes taking over of the loan from existing lender (Export Import Bank of India (EXIM)) and utilisation of remaining part for the purpose of: (i) financing the remaining capital expenditure towards the integrated greenfield manufacturing facility near New Martinsville, Marshall County, West

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

CIN: L24100MH1972PLC016149

Virginia, USA; (ii) funding start-up expenses (including working capital); (iii) funding interest expenses; and (iv) paying transaction fees and expenses.

In view of the above, amounts raised pursuant to the Facilities and all amounts due and payable in relation to the Facilities (including principal, interest, and other costs) will be secured by way of: (i) an exclusive first ranking pledge of 100% equity holdings by TCL Global BV, Netherlands (subsidiary of the Company) in its subsidiary TCL Inc., USA; (ii) an exclusive first ranking pledge of 100% equity holdings by TCL Inc., USA in its subsidiary TCLS; and (iii) mortgage/hypothecation of assets by TCLS.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 (“**the Act**”) and the corresponding rules framed thereunder, the Board of Directors of a company shall not, except with the consent of the company by special resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings in which the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting. As per Regulation 24(6) of the SEBI Listing Regulations the Company shall not sell, dispose and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without taking prior approval of shareholders by passing a special resolution.

In view of the above statutory requirements and the terms and conditions of the Facilities, the pledging of shares and mortgaging/hypothecation of assets by the subsidiaries is likely to exceed the limits under section 180(1)(a) of the Act and Regulation 24(5) and (6) of SEBI Listing Regulations and on invocation shall lead to the disposal of shares or assets exceeding the aforesaid limits.

Accordingly the Board of Directors at their meeting held on Tuesday, May 12, 2026, subject to the approval of the members of the Company, accorded their consent for the creation of the pledge on shares and security over the assets by the subsidiaries of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 24(5) and 24(6) of SEBI Listing Regulations.

The Board of Directors recommend the Special Resolution set out at Item No. 1 for approval of the members of the Company.

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

CIN: L24100MH1972PLC016149

Except Mrs. Ramya Bharathram (Managing Director and CFO of the Company) holding a directorship in TCL INC, USA, Mrs. Bhama Krishnamurthy (Independent Director of the Company) holding a directorship in TCL Global BV, Netherlands and Mr. Rajeev Pandia (Independent Director of the Company) holding a directorship in TCL INC, USA, none of the other Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are, in anyway, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

**By Order of the Board  
For Thirumalai Chemicals Ltd.**

**Aditya Sharma  
Company Secretary & Compliance Officer**

**Registered Office: Thirumalai House,  
Road No.29, Sion-East,  
Mumbai - 400 022.  
Date: May 12, 2026**