Notice

NOTICE is hereby given that the **FIFTY THIRD ANNUAL GENERAL MEETING OF THIRUMALAI CHEMICALS LIMITED** will be held on Friday, August 7, 2026 at 5.15 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) for the Financial Year ended on March 31, 2026, and the Reports of the Directors and Auditors thereon**

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

   "**RESOLVED THAT** the standalone and consolidated Audited Financial Statements for the year ended March 31, 2026, together with the Directors' Report and the Auditors' Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. **To appoint a Director in place of Ms. Ramya Bharathram (DIN: 06367352), who retires by rotation and being eligible, offers herself for re-appointment**

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

   "**RESOLVED THAT** Ms. Ramya Bharathram (DIN: 06367352), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. **To appoint M/s. PKF Sridharan & Santhanam LLP, Chartered Accountants as Statutory Auditor of the Company**

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

   "**RESOLVED THAT,** pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with rules framed thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and Board of Directors, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration No. 003990S / S200018) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, until the conclusion of the 58th Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

SPECIAL BUSINESS

4. **To ratify the remuneration to Cost Auditor for Financial Year ended March 31, 2026**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. GSVK & Co., Cost Accountants (Firm Registration No. 002371), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026, amounting to Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

5. **To approve payment of remuneration to Non-Executive Directors**

   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 197 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and, subject to other approvals as may be required, consent of the members be and is hereby accorded to the payment and distribution of such sum by way of commission to non-executive directors (including the independent directors) not exceeding in aggregate, 1% per annum of the net profits of the Company for a period of three years commencing from the financial year 2025-26.

RESOLVED FURTHER THAT in the event if any of the financial year there are no profits or profits are inadequate, during the above period the Company shall pay remuneration to the non-executive directors in accordance with the limits specified in Schedule V to the Companies Act, 2013 not exceeding Rs. 2 Crore (Two Crores Only) in aggregate in any financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

I NOTES:

1. The 53rd Annual General Meeting of Thirumalai Chemicals Limited will be held August 7, 2026 at 5.15 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') as permitted by the Ministry of Corporate Affairs (MCA) vide their Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, and pursuant to Regulation 36 of the SEBI (LODR) is annexed hereto.

3. As the Annual General Meeting of the Company will be held only through Video Conferencing/ OAVM the facility of appointment of proxies by members will not be available for the Meeting.

4. Corporate members whose Authorized Representatives (AR) are intending to participate in the Meeting through Video Conferencing are requested to send to the Company a certified copy of the Board Resolution authorising their representative to participate in the Meeting.

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of determining the quorum.

6. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend, if any, up to the Financial Year 2017-2018 to the Investor Education and Protection Fund (The IEPF) established by the Central Government. Likewise, Debentures/Fixed Deposits, Repayment warrants/interest warrants which remain unclaimed / unpaid for a period of 7 years from the dates they first became due for payment have been transferred to the Investor Education and Protection Fund. All the persons are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of 7 years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

7. Details under Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declarations for her re-appointment.

8. Notice of the AGM along with the Annual Report for financial year 2025-26 is being sent by electronic mode to those Members who are holding shares as of cut-off date July 03, 2026 and whose e-mail IDs are registered with the Company /Depository Participants(s). Additionally, the Company will also send a letter to shareholders providing the web-link for accessing the Integrated Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories.

9. Members who have still not registered their E-mail ID can get their E-mail ID registered.

10. Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report for Financial Year 2025-26 will also be available on the Company's website www. thirumalaichemicals.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL https://www.evoting.nsdl.com for their download.

11. Members may please note that SEBI vide its Circular No. HO/38/13/(3) 2026 MIRSD POD/I/3763/2026 dated January 30, 2026 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.

thirumalaichemicals.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Pvt. Ltd, at https://web.in.mpms.mufg.com/KYC- downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.thirumalaichemicals.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to Registrar and Share Transfer Agent in case the shares are held in physical form.

13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD 3/P/CIR/2023/195 dated December 28, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal https:// smartodr.in/login.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, bank details along with KYC documents to their DPs in case the shares are held by them in electronic form and "MUFG Intime India Private Limited" on their email ID at Investor.helpdesk@in.mpms.mufg.com if shares held in physical form.

15. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE338A01024.

16. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.

17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM

18. Instructions for e-voting and joining the AGM are as follows:

    A. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

    The instructions for shareholders voting electronically are as under:

    (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

    (ii) The voting period begins on Tuesday, August 04, 2026 at 9.00 am (IST) and ends on Thursday, August 06, 2026 at 5.00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 31, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

(v) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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.

(vi) Login method for e-Voting and joining virtual meetings 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.

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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

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

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

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xvi) 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.

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

(xviii) 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 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.
- 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, mmimani@csrma.in and 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@thirumalaichemicals.com on or before 11.59 PM Friday July 31, 2026. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@thirumalaichemicals.com on or before 11.59 PM Friday July 31, 2026. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for AGM

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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 investorinfo@ thirumalaichemicals.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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, AVP, (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 or call toll free no. 1800 21 09911.

A. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

B. The Board of Directors has appointed Mr. Manoj Mimani of M/s. R.M. Mimani & Associates LLP, Company Secretaries (Membership No. ACS 17083) and failing him Mrs. Ranjana Mimani, Practicing Company Secretary (Membership No. FCS 6271) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

C. The Scrutiniser shall after the conclusion of the e-voting period unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results will be announced within the time stipulated under the applicable laws.

II. Particulars of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India

Name of the Director	Mrs. Ramya Bharathram
DIN	06367352
Date of Birth	July 24, 1972
Age	53 years
Qualifications	Commerce Graduate and has completed Inter CA.
Experience, skill and Expertise in specific functional area	Ms. Ramya Bharathram is currently serving the Managing Director and CFO of the Company. With over 25 years of experience in marketing business management, new business development, customs and excise and trade policy. She worked for a leading law firm in India specializing in trade policy and indirect taxation. She also worked for Deloitte and Touche.
Date of first appointment on the Board	November 03, 2014
Terms and conditions of appointment or reappointment	Liable to retire by rotation
Details of remuneration sought to be paid	Details are provided in the report of corporate governance report
Remuneration last drawn	Details are provided in the report of corporate governance report
Membership / Chairmanship of the Committees of the Board of Directors	Member of Risk Management Committee
Number of Meetings of the Board attended during the year	6
Other Directorship and Membership / Chairmanship of the Committees of the Board	(A) Directorship 1. Jasmine Limited 2. N. R. Swamy Investments Private Limited 3. Indian Chemical Council
	(B) Chairmanship Nil
	(C) Membership Nil
List of listed entities from which the person has resigned in the past three years.	Nil
No. of shares held	3,95,811
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	Nil

The Directors recommend the resolution set out at item No. 2 of the accompanying Notice for your approval. Except Ms. Ramya Bharathram, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 2.

EXPLANATORY STATEMENT

ITEM 3

At the 48th Annual General Meeting held on July 21, 2021, the shareholders approved the re-appointment of M/s. Walker Chandiok and Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 48th AGM till the conclusion of the 53rd AGM. They will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this ensuing AGM.

The Board of Directors of the Company (the Board), at its meeting held on May 30, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration No. 003990S / S200018), as Statutory Auditors of the Company in place of M/s. Walker Chandiok and Co. LLP. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of 53rd AGM till the conclusion of the 58th AGM on payment of such remuneration as may be mutually agreed upon between the Board and the Statutory Auditors, from time to time.

The exercise for selection of new statutory auditor was led by senior Management of the Company by inviting all suitable firms for the size of the Company followed by shortlisting of firms based on a comprehensive assessment criterion. The Audit Committee was updated on the progress of the exercise and the recommendations/ suggestions of the Committee were duly noted and acted upon by the Management. The Chair of the Audit Committee was involved in the assessment. After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, etc., M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration No. 003990S / S200018) has been recommended to be appointed as the Statutory Auditors of the Company.

Credentials and Basis of Recommendation

PKF Sridhar & Santhanam LLP, established in 1978, a ICAI AQMM Level 4 firm (Highest Rating) has five decades of experience in providing audit, assurance, taxation, risk advisory and consulting services across diverse sectors. The firm possesses significant expertise in statutory audits of Chemicals, and Process Industries, supported by domain specialists, technology-enabled audit methodologies and robust quality control frameworks.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, they also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

ITEM 4

The Board at its meeting held on May 30, 2026, as recommended by the Audit Committee, appointed M/s.GSVK & Co., Cost Accountants, having Registration No. 002371 at Old No. 45/5, New No. 91/5, Dhanalakshmi Avenue 4th Street, Kasturibai Nagar, Adyar, Chennai – 600 020 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for FY 26-27 for a remuneration of Rs. 1,00,000/-, in addition to reimbursement of out of pocket expenses. As per Rule 14(a) (ii) of Companies (Audit and Auditors) Rules 2024, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders. Hence this Resolution is placed for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

The Directors recommend the Ordinary Resolution set out at item No. 4 of the accompanying Notice for your approval.

ITEM 5

Non-Executive Directors (including Independent Directors) are actively involved in various decision-making processes and play a critical role in corporate governance, strategic decision-making, regulatory compliance, and risk management. They contribute significantly not only at Board meetings but also as members/chairpersons of various specialized Board Committees.

Section 197 of the Companies Act, 2013 allows a company to pay remuneration to its Non-Executive Directors by way of commission or otherwise, subject to a maximum cap of 1% of the net profits of the company where there is a Managing Director. Further, in a financial year in which there are no profits or the profits are inadequate, the Company may pay remuneration to the Non-Executive Directors in accordance with the limits specified in Schedule V to the Companies Act, 2013.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, believes that it is important to align the remuneration of the Non-Executive Directors with their enhanced responsibilities, time commitment, and industry benchmarks.

Such remuneration will be in addition to the standard sitting fees payable to them for attending meetings of the Board or Committees thereof, and reimbursement of travel and incidental expenses incurred for the business of the Company.

The distribution of the aggregate commission among the Non-Executive Directors will be determined by the Board, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the specified criteria.

Accordingly, approval of the members is being sought for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of a sum not exceeding 1% (one percent) of the net profits of the Company, calculated in accordance with Section 198 of the Act. Approval is also being sought for payment of remuneration not exceeding Rs. 2.00 Crs. in aggregate in any financial year in which there are no profits or the profits are inadequate.

None of the Key Managerial Personnel (KMP) of the Company, the Managing Director, or their relatives are in any way concerned or interested, financially or otherwise, in the passing of this resolution, except the Non-Executive Directors and Independent Directors of the Company, who may be deemed to be concerned or interested in this resolution to the extent of the remuneration/commission that may be payable to them.

The Directors recommend the Special Resolution set out at Item No. 5 of the accompanying Notice for your approval.

The additional information as required in Schedule V of the Companies Act, 2013 are as follows:

I. General information:

(1) Nature of industry – The Company is into manufacture of Phthalic Anhydride, Maleic Anhydride and Food Acids.

(2) Date or expected date of commencement of commercial production - 1973.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

(4) Financial performance based on given indicators – The financial performance of the Company is mentioned in the Director's Report.

(5) Foreign investments or collaborations, if any - Mentioned in the Director's Report.

II. Information about the appointee:

(1) Background details of the Non-Executive Directors is given below in Table-1

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mr. Rajeev Pandia, Independent Director, Age 76 years	Mr. Rajeev Pandia is a Chemical Engineer from IIT, Bombay and holds a Master's degree from Stanford University, California, USA.	During 2000-2002, he was the President of Indian Chemical Council. He headed Herdillia Chemicals Limited (later Schenectady Herdillia Limited and SI Group – India Limited) from 1992 and was its Vice Chairman and Managing Director until December 2008. He was thereafter Group Adviser and Director – Global Markets of SI Group, USA. He has been providing extensive support for several years to the CMD and the Management team at TCL and OOSB	Nil	1. Transpek Industry Limited 2. Supreme Petrochem Limited	2400

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mrs. Bhama Krishnamurthy, Independent Director, Age 71 years	Mrs. Bhama Krishnamurthy has done her Masters in Science (M.Sc.) from Mumbai University.	She was Country Head and Chief General Manager, SIDBI. She had a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small and medium enterprises in India. Her key accomplishments over the years have been her association with framing various policy documents for SIDBI and piloting such policy papers in the Board for adoption. Her areas of specialisation include, inter-alia, handling of Human Resource Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank; resource raising and management, integrated treasury operations, credit dispensation and management and risk management.	Nil	1. Muthoot Microfin Limited 2. Kiwi General Insurance Limited 3.Cholamandalam Investment and Finance Company Limited 4. Reliance Corporate IT Park Limited 5. Just Dial Limited 6. TCL Global BV, Netherlands	Nil

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mr. M. Somasundaram, Independent Director, Age 63 years	He is a qualified professional with a Bachelor degree in Commerce (B. Com) from Madras University. He is also a qualified Cost Accountant and Company Secretary	Mr. M Somasundaram is an experienced finance professional with over 35 years of experience in various capacities in reputed organisations. He has expertise in Accounting, Finance, Supply chain and Operations. He also has exposure to HR function. Mr. Somasundaram has worked in SRF Limited and Hindustan Unilever Limited. His last job was in Computer Age Management Services Ltd (CAMS) as its Chief Financial Officer during which he was part of the team that successfully led CAMS' IPO and listing of its shares.	Nil	1. Carmel Point Investments India Private Limited	Nil
Mr. Raj Kataria, Non-Executive Director, Age 70 years	Mr. Raj Kataria has done Masters in Commerce and obtained Bachelor's Degree in Law (Merit).	Mr. Raj Kataria is an experienced Investment Banker with over 25 years in M&A and Capital Markets. He was a practicing lawyer and has an educational background in commerce and law. He has significant expertise in Company Law and Corporate Structuring matters and was Managing Director at DSP - Merrill Lynch. He is a co-founder and Whole-time Director of Arpwood Capital Private Limited, actively involved in several high-profile M&A transactions.	Nil	1. EIH Limited 2. Arpwood Capital Private Limited	15500

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mrs. D. Sabitha, Independent Director, Age 66 years	She holds an M.Phil in Commerce with a specialization in Capital Budgeting from the University of Madras. Additionally, she has completed a Postgraduate Diploma in Public Policies at the Institute of Social Studies in The Hague, The Netherlands	Mrs. D. Sabitha a retired Additional Chief Secretary of Tamil Nadu, is an officer from the 1988 batch of the Indian Administrative Service. Throughout her distinguished career, she served in various capacities in both the Government of Tamil Nadu and the Government of India. With over three decades of experience in policy-making across multiple government sectors, she possesses a deep understanding of project management, funding, financial analysis, asset management, and the successful execution of complex projects. She has held significant assignments in the sectors of industries, finance, textiles, education, and general administration.	Nil	1. TCL Intermediates Pvt Ltd	Nil
Mr.MeghavMehta, Independent Director, Age 39 years	Mr. Meghav Mehta is a Mechanical Engineer from the Rochester Institute of Technology (New York, USA) with a specialisation in Material Science Technology and Alternative Energy.	Mr. Meghav Mehta is a CEO of Deepak Chem Tech and Director on the boards of Deepak Nitrite and Deepak Phenolics. He has led several landmark initiatives, including the establishment of India's first large-scale Phenol and IPA plants—₹1,400 crore projects that expanded Deepak's industrial capabilities and contributed meaningfully to the Make in India and Atmanirbhar Bharat narratives.	Nil	1. Narmada Thermal Power Private Limited 2. Deepak Phenolics Limited 3. Deepak Chem Tech Limited 4. Deepak Advanced Materials Limited 5. Deepak PMC Limited 6. Hyspec Chemicals Private Limited 7. Voidcoin Software Private Limited 8. Deepak Nitrite Limited 9. Deepak Prime Spaces Private Limited	Nil

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mr. Arun Alagappan, Indepdent Director, Age 49 years (Resigned w.e.f 31.03.2026)	He has completed his Graduation in Commerce from the University of Madras and has completed the 'Owner President/ Management Program' from Harvard Business School.	Mr. Arun Alagappan is the Executive Vice Chairman of Coromandel International Limited (CIL) and is a member of the Murugappa Family, the promoters of the INR 417 Billion Murugappa Group of Companies. He was the Managing Director of Cholamandalam Investment and Finance Company Limited (CIFCL), prior to joining Coromandel International Limited. Mr. Arun Alagappan started his career with GE Capital Services India in 1997. After a twoyear stint with GE, he joined the Murugappa Group in 1999 in Parryware (part of EID Parry India Ltd.). Between 2005 to 2017, he served in Tube Products of India heading various divisions and eventually took over as Business Head of TI Cycles. In August 2017, Mr. Arun Alagappan was appointed as Executive Director of Cholamandalam Investment and Finance Company Limited and subsequently took over as the Managing Director of the Company in November 2019. Mr. Arun Alagappan is acknowledged as a thought leader in the Bicycle Industry, the NBFC Industry and the agri-chemicals industry.	Nil	NA	Nil

Name, Designation and Age of the Director	Qualification, Job profile and Suitability	Expertise in specific functional areas	Relationship with Director	Directorship in other Companies	Shareholding in the Company
Mr. Arun Ramanathan, Indepdent Director, Age 77 years (Retired w.e.f 21.07.2025)	He holds Masters Degrees in Nuclear Physics from Andhra University, Business Administration from Madras University and Development Economics from Cambridge University. He is an Associate Member of the Institute of the Cost and Works Accountants of India.	He is a IAS Officer (Retd) & has held assignments in diverse areas in promotion or management of small, medium and heavy industry at the level of Secretary & Joint Secretary. He also held positions of Secretary (Department of Chemicals, Petrochemicals & Pharmaceuticals), Secretary (Financial Services) and Union Finance Secretary (in 2009).	Nil	NA	Nil
Mr. PMC Nair, Non-Executive Director, Age 73 years	Mr. P. Mohana Chandran Nair is a Chemical Engineer with about 40 years of experience	He has occupied various roles at Rashtriya Chemicals and Fertilizers Ltd (RCF), where he started his career as a Trainee, and grew to Executive Director. He was the Head of Operations and Profit Centre Head at RCF, before he joined TCL. He has extensive experience in Manufacturing, Engineering, Project Management, Technology, Commercial, etc. During the last Eleven years in TCL, his performance has been outstanding. He has consistently set high targets in Safety, Efficiency, Energy, and Costs, and has motivated and led diverse teams to deliver on these goals.	Nil	Nil	Nil

Name, Designation and Age of the Director	**Qualification, Job profile and Suitability**	**Expertise in specific functional areas**	**Relationship with Director**	**Directorship in other Companies**	**Shareholding in the Company**
Mr. R. Sampath 80 years (Resigned w.e.f 14.08.2025)	BSc (Chemistry) from University of Bombay and has a Chemical Engineering degree from USA	He started his career in a Multinational Company and possesses more than 50 years of experience in operation, and managing businesses.	Mr. R. Parthasarathy - Director & Mrs. Ramya Bharathram – Director	NA	65,054

(2) Past remuneration – (For last three years) is given below Table-2

TABLE-2

Past Remuneration Details

Name of the Directors	**2022-2023**		**2023-2024**		**2024-2025**	
	Sitting Fees	**Commission**	**Sitting Fees**	**Commission**	**Sitting Fees**	**Commission**
Mr. Rajeev Pandia	13,05,000	22,78,315.00	10,05,000.00	7,78,218.30	14,10,000.00	4,51,907.00
Mrs. Bhama Krishnamurthy	10,50,000	19,02,982.00	5,85,000.00	4,62,546.60	9,90,000.00	12,55,303.00
Mr. M. Somasundaram	-	-	-	-	4,80,000.00	8,13,760.00
Mr. Raj Kataria	10,05,000	17,77,871.00	5,85,000.00	5,15,158.60	4,65,000.00	4,51,907.00
Mrs. D. Sabitha	-	-	-	-	-	-
Mr. Meghav Mehta	-	-	-	-	-	-
Mr. Arun Alagappan	3,00,000	8,58,352.00	3,75,000.00	3,57,322.80	4,05,000.00	7,29,329.00
Mr. Arun Ramanathan	10,80,000	19,02,982.00	7,65,000.00	5,67,770.50	9,90,000.00	11,67,640.00
Mr. PMC Nair	-	23,86,000[1]	-	-	-	7,29,329.00
Mr. R. Sampath	13,35,000	26,53,647.00	9,15,000.00	7,25,606.30	10,50,000.00	13,42,965.00

[1]Remunerion paid to Executive Director

(3) Recognition or awards – Please refer to Table-1

(4) Job profile and suitability – Please refer to Table-1

(5) Remuneration proposed – The proposed remuneration is given below in Table-3

Name of the Directors	**Commission for the FY 2025-2026**
Mr. Rajeev Pandia	4,39,359
Mrs. Bhama Krishnamurthy	3,43,696
Mr. M. Somasundaram	4,01,094
Mr. Raj Kataria	2,57,816
Mrs. D. Sabitha	2,76,948
Mr. Meghav Mehta	1,95,224
Mr. Arun Alagappan	1,33,237
Mr. Arun Ramanathan	80,669
Mr. PMC Nair	2,09,768
Mr. R Sampath	1,62,187

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person - Considering the expertise of the non-executive directors in their respective areas, contribution made by them to the Board/Committee and the Company, the proposed remuneration is commensurate with the size of your Company and as per the industry standards.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director if any. – Nil

III. Other information:

(1) Reasons for loss or inadequate profits – The Company incurred a loss during the financial year due to subdued and uncertain market conditions arising from various factors, including the geopolitical situation, and higher interest costs on borrowings for project implementation. The Company expects an improvement in performance as market conditions improve and projects achieve full operational capacity.

(2) Steps taken or proposed to be taken for improvement – The Company has undertaken measures to improve sales margins wherever possible and implement cost control initiatives. The Company expects improved performance as projects ramp up and operational efficiencies increase.

(3) Expected increase in productivity and profits in measurable terms – Productivity and profitability are expected to improve in the coming years as projects reach optimal capacity utilisation and market conditions strengthen.

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

Aditya Sharma
Company Secretary
Registered Office: Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
May 30, 2026