Thirumalai
Chemicals Ltd.

Growing from Strength to Strength

Expansion. Innovation. Transformation.

Annual Report 2025-26

Inside the Report

Key highlights FY 2025-26

Financial

1,393 cr
Total income

20 cr
EBITDA

ESG

1,03,049 KL
of water recycled

1.96 cr
CSR spends, supporting 25,000+ Beneficiaries

11,714
Person hours of training

16,839 KL
Rainwater harvested

Mr. R. Parthasarathy
Chairman

Despite a challenging global environment marked by weak demand and geopolitical uncertainties, Thirumalai Chemicals continued to strengthen its operational and strategic foundations. With major growth investments progressing and expanded capacities coming on stream, we remain focused on creating sustainable long-term value.

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Growing from Strength to Strength

Expansion. Innovation. Transformation.

Growth, for us, has never been about scale alone. It has been about building with intent, strengthening what works, learning from experience and moving forward with clarity. The theme 'Growing from Strength to Strength' reflects this mindset, a journey shaped by steady progress and the confidence of strong foundations.

As we look ahead, expansion is a natural next step. With our presence across India, Malaysia and the United States, we are extending our reach while staying close to the markets we serve. Each step forward is measured, ensuring that growth is both resilient and sustainable.

At the same time, process discipline continues to power our progress. Whether it is improving processes, enhancing efficiency or refining product quality, we strive to do things better every day.

What ties this together is transformation. As the business evolves, so do the ways we operate—becoming more agile, more integrated and more aligned with a changing global environment.

These pillars reflect our purpose, i.e., building on our strengths, while preparing for what comes next.

About the company

The strength behind our growth story

Founded in 1944, with manufacturing operations commencing in 1973, we are a globally integrated specialty chemicals group. From a single Phthalic Anhydride plant in Ranipet, Tamil Nadu, we have evolved into a multi-product, multi-geography enterprise. Today, we operate across India, Malaysia and the United States, serving customers in over four continents.

We manufacture chemicals that go into everyday products, from the paints on walls and plasticisers in cables, to food acids in beverages and key ingredients in pharmaceuticals.

A key differentiator in our integrated manufacturing model is the ability to span both industrial and food-grade production. This enables us to deliver consistent quality, cost efficiencies and supply reliability.

3rd

largest manufacturers of Phthalic Anhydride in the world

80+ Years

of chemistry and manufacturing heritage

3 Countries

India, Malaysia and the United States

350+

customers across 60 countries

Enduring strengths

Built over more than five decades, the business reflects a steady approach anchored in trust, operational discipline and clarity of purpose. A long-term orientation, combined with a strong sense of responsibility towards stakeholders, has consistently guided decision-making. The focus has remained on executing core fundamentals well, prioritising stability, efficiency and responsible performance over short-time reactions.

Precision in quality, consistency in output

Our Company manufactures chemicals used across food, pharmaceuticals and specialty applications, industries where quality and compliance are non-negotiable. Strong domain expertise within production teams enables tight process control, ensuring product purity and consistency. Systems and practices are aligned with global standards, supporting reliable performance across batches and applications.

Long-standing global relationships

We serve customers across the Americas, Europe, Asia and the Middle East, with several relationships spanning decades. These partnerships are supported by consistent service, technical engagement and dependable supply.

A well-established logistics and distribution network, including shipping and warehousing capabilities, ensures efficient delivery aligned with regional regulatory, packaging and documentation requirements.

Cost discipline through operational excellence

Operational practices balance efficiency with resilience, optimising uptime, safety, inventory and working capital. Across procurement, process optimisation and capacity planning, the emphasis remains on measurable improvements.

Targeted investments in debottlenecking, automation and energy efficiency further strengthen cost competitiveness and enable responsiveness across industry cycles.

Market leadership and product excellence

A well-established presence across India, Southeast Asia and international markets has been built through sustained manufacturing capabilities and product reliability. The portfolio includes Phthalic Anhydride, Fumaric Acid, Malic Acid, Diethyl Phthalate and Maleic Anhydride, serving diverse industry requirements.

Largest

producer of Maleic Anhydride in Southeast Asia

Largest

producer of Fumaric Acid in India

Environmental responsibility in operations

Environmental responsibility is integrated into operational practices. Zero liquid discharge systems ensure that no untreated wastewater is released. Solid and hazardous waste is managed with full traceability and reporting.

Emissions are continuously monitored, supported by investments in energy-efficient technologies such as variable frequency drives, heat exchangers and condensate recovery systems, which help manage environmental impact while improving resource efficiency.

Integrated operations, efficient outcomes

Manufacturing facilities at Ranipet (Tamil Nadu) and Dahej (Gujarat) operate with a high degree of integration. Large-scale continuous processes are supported by energy recovery systems and pollution control infrastructure. This integrated approach enhances operational efficiency while maintaining compliance with environmental and safety standards.

Corporate identity

Shaped by strength. Guided by purpose.

We are engaged in the manufacturing and supply of specialty chemicals, with a portfolio comprising Phthalic Anhydride, Maleic Anhydride, Malic Acid, Fumaric Acid and Diethyl Phthalate. Over time, the business has established long-standing relationships across the chemical value chain, supported by consistent product quality and reliable supply.

60+
countries and counting – our growing global presence

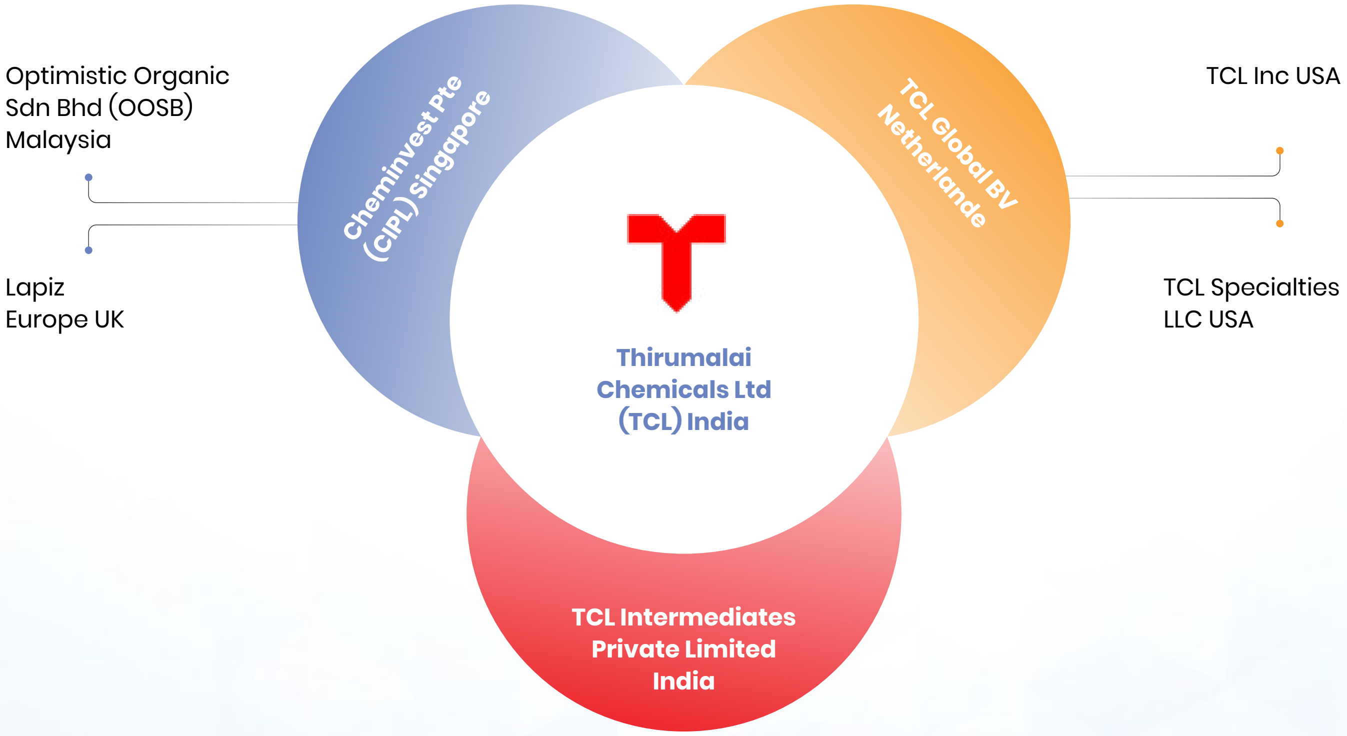
500+
total employees

50+ Years
of delivering valuable chemicals to critical industries

Group synergies, unified capabilities

Our group brings together specialised entities across geographies, aligned by a shared operating philosophy and strong technical foundation. Each entity contributes distinct capabilities, enabling seamless operations across markets while ensuring consistency in quality, supply and customer engagement.

This integrated structure strengthens responsiveness to market requirements, supported by coordinated supply chains and shared expertise.



Our products serve a wide range of industries, including food and beverages, pharmaceuticals, paints, resins and specialty chemicals. This diversified presence helps balance demand cycles while supporting long-term growth.

Quality management is embedded across operations through structured systems aligned with global regulatory standards. Processes are designed to ensure product consistency, traceability and compliance across applications.

Certifications across food safety, quality management, environmental systems and product compliance reinforce our ability to serve regulated industries and international markets with confidence.

Our clientele

FSSC Certificate 2024-27

KOSHER Certificate 2024-25

IMS Certificate 2024-27

HALAL Certificate 2022-25

ISO 50001 Certificate 2025-28

QMS Certificate 2024-27

BIS certificate

RC Certificate 2024-27

FAMI-QS 2024-27

Our journey

The making of our growth story

1944

Commenced operations as a chemical trading business, establishing an early presence in the Indian chemical industry.

1973

Incorporated as Thirumalai Chemicals Limited in Tamil Nadu, marking the transition into manufacturing with Phthalic Anhydride (PAN)

1995

Expanded Phthalic Anhydride and food ingredient capacities, strengthening market reach and diversifying the product portfolio

1997

Commissioned a butane-based Maleic Anhydride plant in Malaysia, marking the first step towards global operations

2021

Commissioned a new facility in Dahej, Gujarat, expanding domestic manufacturing capabilities

2024

We launched a new Phthalic Anhydride production facility at Dahej under our subsidiary, TCL Intermediates Pvt. Ltd., to cater to the growing demand and expand our market presence across domestic and international markets.

2026

Established a new facility in West Virginia, focused on the manufacture and sale of Maleic Anhydride (MAN), Malic Acid, Fumaric Acid and downstream derivatives for the United States and other high-growth markets

Geographical presence

A growing global footprint

We continue to expand our global footprint to address rising demand for high-quality specialty chemicals. With manufacturing facilities across India, Malaysia and the United States, we are well-positioned to serve diverse markets with reliability, speed and consistent quality.

This global network strengthens competitiveness across major geographies.

Manufacturing footprint

Strategically located facilities across India, Malaysia and the United States enable efficient supply, operational flexibility and consistent product quality, supporting both domestic and international markets.

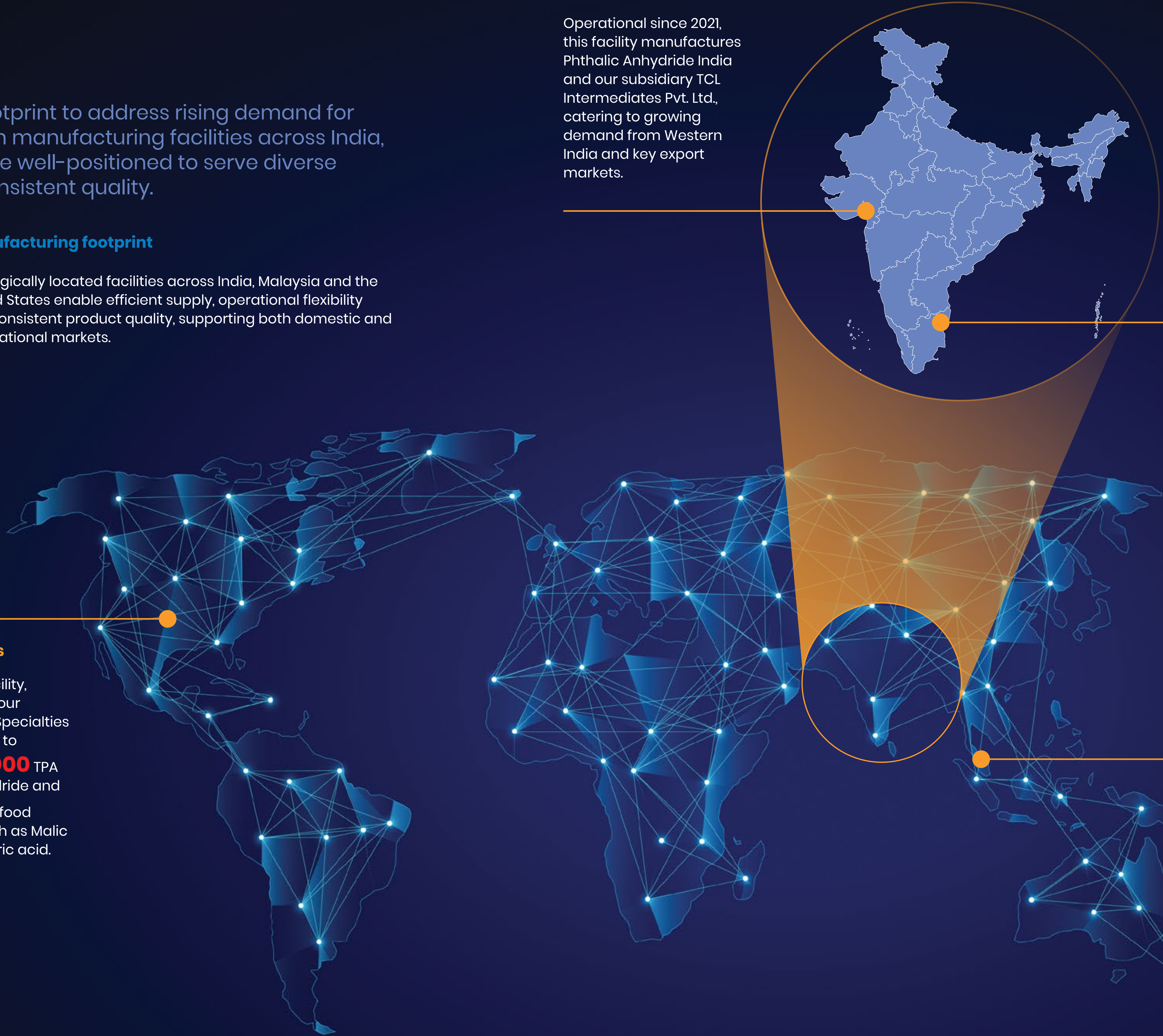
Region-wise export mix (%)

43%
Europe

25%
North America

19%
Asia

13%
Africa



Dahej, Gujarat

Operational since 2021, this facility manufactures Phthalic Anhydride India and our subsidiary TCL Intermediates Pvt. Ltd., catering to growing demand from Western India and key export markets.

Ranipet, Tamil Nadu

Our flagship facility, operational since 1973, produces Phthalic Anhydride and food acids such as Malic Acid and Fumaric Acid.

US Operations

A greenfield facility, set up through our subsidiary TCL Specialties LLC, is designed to produce **40,000** TPA of Maleic Anhydride and **30,000** TPA food ingredients such as Malic acid and Fumaric acid.

Optimistic Organic Sdn. Bhd. (OOSB), Kemaman

This unit manufactures Maleic Anhydride with a capacity of **50,000** TPA, serving as a strategic hub for Asian markets.

Chairman's message

On strength, growth and the road ahead

Mr. R. Parthasarathy
Chairman

DEAR SHAREHOLDERS,

The year under review was one of the most challenging periods for the global chemical industry in recent times. Demand across several end-use sectors remained subdued, while geopolitical tensions, changing trade policies, tariff-related barriers and persistent economic uncertainty continued to weigh on global trade flows. The situation was further exacerbated by disruptions arising from the Middle East conflict, which affected supply chains, increased freight and logistics costs and created volatility across key raw material markets.

Against this backdrop, your Company faced a difficult operating environment marked by lower volumes, pricing pressures and elevated input and logistics costs. While these external challenges significantly impacted our financial performance during the year, we remained focused on ensuring business continuity, supporting our customers and maintaining operational stability across our manufacturing facilities.

We commenced the year with stable operations at both our Ranipet and Dahej facilities. However, market conditions remained challenging throughout much of the year, with demand recovery slower than anticipated across several geographies and product segments. Continued weakness in global chemical markets, coupled with heightened uncertainty in international trade and supply chains, limited the benefits of the investments and capacity expansions undertaken in recent years from being fully reflected in our operating and financial performance.

Navigating Challenging Market

The global chemical industry continues to operate in an environment characterised by subdued demand, geopolitical uncertainty and evolving trade dynamics. During the year, tariffs, trade restrictions and disruptions to established supply routes added complexity to global commerce, while the escalation of tensions in the Middle East resulted in higher logistics costs, supply chain disruptions and volatility in key feedstock markets.

These developments have affected industries worldwide and created significant challenges for manufacturers dependent on global supply chains. We expect some of these uncertainties to persist which requires continued vigilance and adaptability in managing procurement, production and customer commitments.

India nevertheless continues to offer compelling long-term growth opportunities. Our products serve sectors such as construction, infrastructure, food and beverages, pharmaceuticals and consumer applications, which continue to benefit from the country's structural growth drivers and expanding consumption base.

Excellence in Executionconse

Despite the challenging external environment and lower operating rates, our teams remained focused on maintaining safe, stable and reliable operations across all manufacturing locations. Lower production volumes and operating constraints inevitably resulted in higher energy consumption on a per-unit basis and impacted overall operating efficiencies.

At Dahej, we continued our efforts to stabilise the expanded facility and successfully maintained operations without major interruptions throughout the year. Across our manufacturing sites, the focus remained on operational continuity, process stability, asset reliability and ensuring uninterrupted service to customers despite difficult market conditions and supply chain challenges.

We also continued to strengthen our quality systems, analytical capabilities and process controls to meet the stringent requirements of customers in food, pharmaceutical and specialty chemical applications.

Strengthening Financial Resilience

After operating debt-free for several years, we strategically undertook borrowings to support capacity expansion initiatives across India and the United States. The resulting increase in finance costs reflects a calibrated investment phase aligned with our long-term growth ambitions and global expansion strategy.

Despite margin pressures, disciplined management of receivables, inventory optimisation, prudent capital expenditure and procurement efficiency helped maintain robust cash flows. These initiatives were further validated through the recognition of the Best Procurement Transformation Award, 2025.

Moving forward, our priorities remain clear: improve EBITDA through higher volumes and better realisations, maintain tight control over working capital and use operating cash flows to reduce debt and finance costs.

Growing with Strategic Intent

Our recent expansions strengthen both scale and market reach. The Dahej facility, now operationally stable, supports increased volumes and profitability. In the United States, TCL Specialties LLC is establishing a facility in West Virginia to manufacture Maleic Anhydride, Malic Acid, Fumaric Acid and downstream derivatives, enhancing our access to North American markets and strengthening supply chain resilience.

Our strategy continues to focus on areas where we possess deep technical expertise and long-standing strengths, rather than aggressive diversification.

Growing Responsibly

Our commitment to sustainability remains closely aligned with operational efficiency and responsible manufacturing practices. More than 90% of the energy used in our Phthalic Anhydride operations is derived from internally recovered process heat, significantly reducing dependence on external utilities and lowering both emissions and operating costs. At our Ranipet facility, we continue to maintain Zero Liquid Discharge, ensuring that process water is effectively treated and reused.

During FY 2025–26, focused initiatives enabled a 3% reduction in Scope 1 emissions and a 28.36% reduction in Scope 2 emissions. Renewable sources accounted for 36% of our total energy consumption during the year. These measures strengthen our environmental performance and enhances long-term cost competitiveness, operational resilience and preparedness for evolving resource and regulatory dynamics. We remain committed to our 2030 sustainability goals of reducing greenhouse gas emissions by 25% and water consumption by 10% from the FY 2022–23 baseline.

Beyond our operations, we continue to create meaningful impact through community-focused initiatives led by Thirumalai Mission Hospital and our programmes in healthcare, education and rural development. During the year, these efforts positively touched the lives of more than 25,000 individuals across communities surrounding our operations.

Focused Execution in Malaysia

Our Malaysia operations, managed through Optimistic Organic Sdn. Bhd. (OOSB), continued to navigate a challenging operating environment shaped by prolonged weakness in China and sustained pricing pressures across regional markets. In response, we focused on disciplined cost management, calibrated production planning and strategic market realignment to strengthen competitiveness, protect margins and preserve long-term shareholder value.

Creating value with Confidence

With major investments largely complete, our focus is on maximising capacity utilisation, maintaining cost leadership and delivering consistent quality for value creation. As Dahej reaches full contribution and the US project progresses, we expect improved operating leverage, stronger cash generation and gradual deleveraging of the balance sheet. While global uncertainties remain, the foundations of Thirumalai Chemicals are stronger today, allowing us to look forward with confidence and optimism.

Towards Greater Strength

Extend my heartfelt gratitude to our employees, customers, suppliers, banking partners, shareholders and all stakeholders for their continued trust, partnership and unswerving support. Their confidence in our vision and commitment to our journey continues to inspire us as we build a stronger, more resilient and future-ready organisation.

Regards

R. Parthasarathy

Chairman

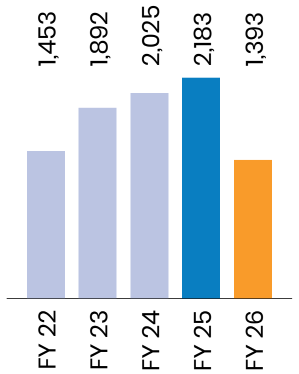
Performance snapshot

Our progress at a glance

Standalone

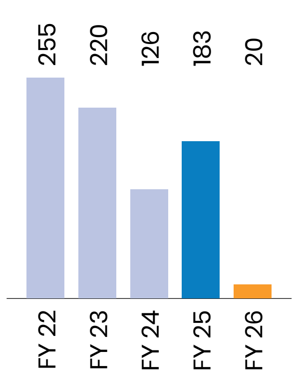
Total income

(₹ in crores)



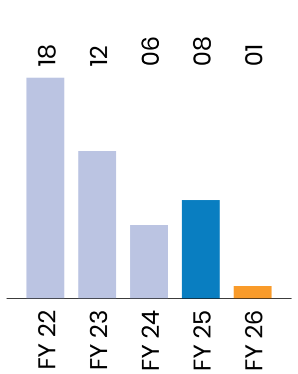
EBITDA

(₹ in crores)



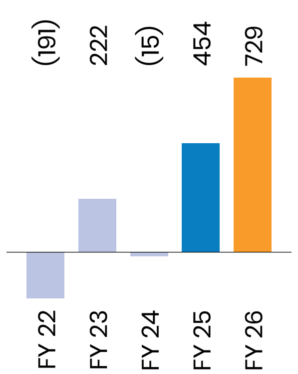
EBITDA margin

(in %)



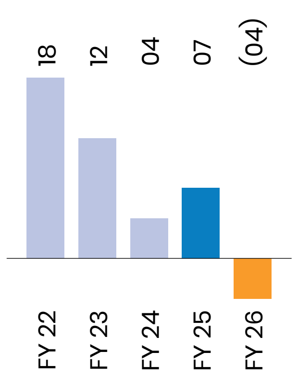
Net debt

(₹ in crores)



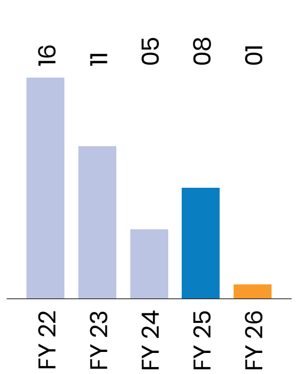
ROE

(%)



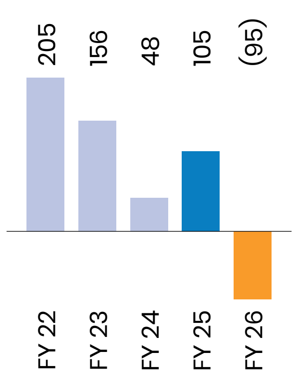
ROCE

(%)



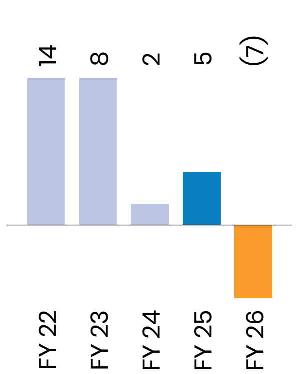
PBT

(₹ in crores)



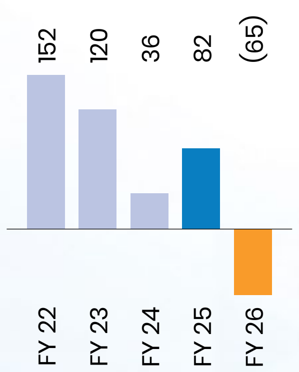
PBT margin

(%)



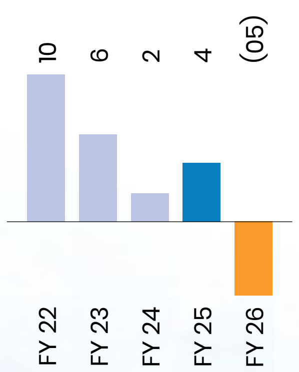
PAT

(₹ in crores)



PAT margin

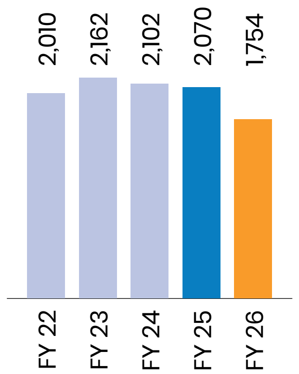
(%)



Consolidated

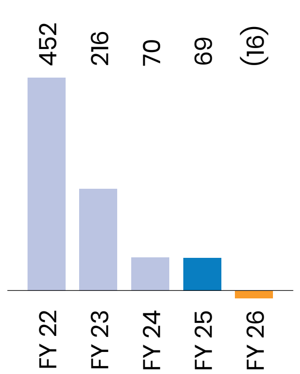
Total income

(₹ in crores)



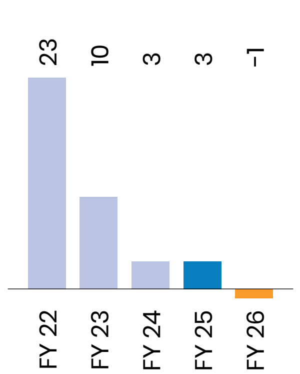
EBITDA

(₹ in crores)



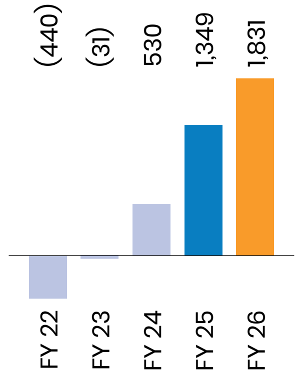
EBITDA margin

(in %)



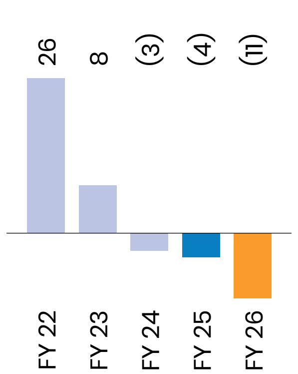
Net debt

(₹ in crores)



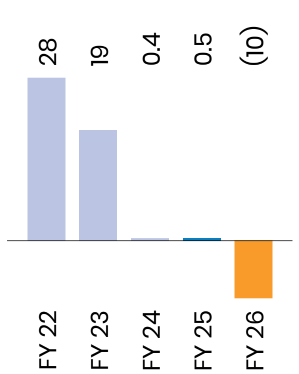
ROE

(%)



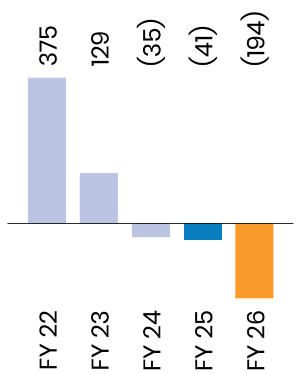
ROCE

(%)



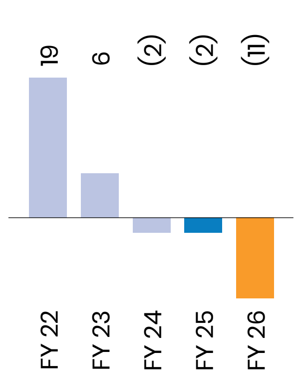
PBT

(₹ in crores)



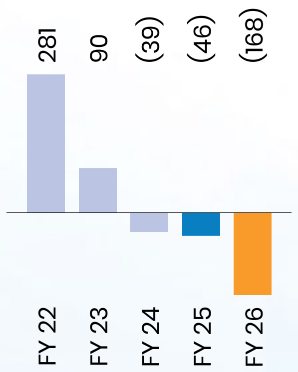
PBT margin

(%)



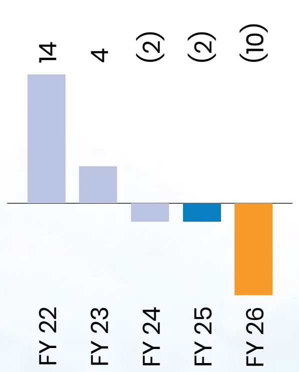
PAT

(₹ in crores)



PAT margin

(%)



Product portfolio

Our range of products

Our portfolio is built around four core chemicals that are essential to a wide range of everyday products across industries. Each product is derived from carefully sourced raw materials and manufactured through our integrated manufacturing facilities.

What distinguishes our portfolio is not just the diversity of end-use industries we serve but the strong integration across the value chain. From raw material procurement to final product delivery, this integration enables tighter control over quality, cost optimisation and dependable supply for our customers.

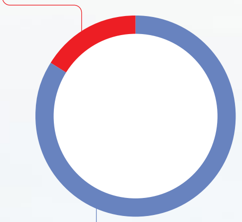
Among the **Top 3** global manufacturers of Phthalic Anhydride

Largest producer of Maleic Anhydride in Southeast Asia

Largest producer of Fumaric Acid in India

Revenue breakdown (%)

16% Speciality chemicals



84% Bulk commodity

Phthalic Anhydride (PA)

Raw material used

O-Xylene

Manufacturing locations

Ranipet, India

Dahej, India

Downstream industries

Plasticisers, pigments, dyes, Unsaturated Polyester Resins (UPR) and resins, among others

Key differentiators

We are amongst India's leading producers with decades of operating experience.

Applications

- Phthalic Anhydride (PA) is a key industrial chemical with applications across plasticisers, unsaturated polyester resins and industrial chemicals such as herbicides and fire retardants.
- Demand in India remains steady, supported by growth in infrastructure, construction and manufacturing sectors.
- Strategically located plants enable reliable supply, while our strong domestic integration supports cost-efficiency and consistent product quality.

Malic Acid

Raw material used

Maleic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

Foods, beverages, confectionery and skincare, among others

Key differentiators

Our integrated manufacturing facility is among the few in India capable of producing both food-grade and pharma-grade Malic Acid.

Applications

- Malic Acid is used as an acidulant in food and beverage products, enhancing flavour in items such as confectionery and drinks.
- It also finds application in personal care products, including skincare and oral care formulations.
- Industrial uses include metal cleaning, textile dyeing, and paint formulations, where it helps prevent skin formation during storage.
- Its natural origin and versatility support demand across food and non-food sectors, including clean-label applications.

Fumaric Acid

Raw material used

Maleic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

APIs, bakery, tortillas, animal feed, bath salts, polyester resins, inks

Key differentiators

Widely accepted across global food markets; backward integration ensures competitiveness and consistent quality

Applications

- Fumaric Acid is used across food, pharmaceutical and industrial applications.
- In food applications, it functions as an acidulant and leavening agent in products such as bakery items and tortillas.
- It is also used in animal feed and industrial applications, including unsaturated polyester resins, alkyd resins and printing inks.
- In pharmaceuticals, it serves as an Active Pharmaceutical Ingredient (API), supporting demand across multiple sectors.

Diethyl Phthalate (DEP)

Raw material used

Ethanol, Phthalic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

Perfumes, cosmetics, insect repellents, plasticisers, packaging

Key differentiators

High solvency, consistency, and purity make our DEP the preferred choice for fragrance and cosmetic manufacturers.

Applications

- Diethyl Phthalate (DEP) is primarily used as a solvent in fragrances and cosmetics, improving solubility and stability in perfumes, lotions and personal care products.
- It is also used as a plasticiser to enhance flexibility in plastics, especially in medical and packaging applications.
- Additional applications include adhesives, insecticide formulations and specialised industrial uses.

Operating landscape

Navigating an evolving environment

The global chemicals industry is currently navigating a phase marked by subdued demand, pricing pressure and ongoing trade disruptions. In this environment, our focus remains on maintaining operational discipline, strengthening cost efficiency and leveraging our integrated manufacturing network to build long-term resilience.

01

Global demand softness

Subdued demand across key global markets, driven by weak end-use consumption, has kept industry utilisation levels below optimal thresholds. Elevated distributor inventories and cautious purchasing behaviour have further delayed recovery.

Our response

We have prioritised operational efficiency and cost discipline with a strong focus on yield improvement, energy optimisation and enhancing process reliability across our manufacturing facilities.

02

Trade policy and tariff uncertainty

Evolving trade policies and tariff-related developments have introduced volatility across downstream industries, affecting demand visibility, realisation levels and customer sentiment in several key markets.

Our response

Our multi-geography manufacturing footprint across India, Malaysia, and the United States provides structural flexibility. This enables us to serve customers locally, migrate trade-related risks and maintain continuity of supply.

03

Competitive pricing pressure

Aggressive pricing by low-cost producers, particularly in Asia, has led to margin compression across both commodity and specialty chemical segments, intensifying competition in domestic as well as export markets.

Our response

We differentiate ourselves through consistent quality, strong certifications and supply reliability rather than competing on price alone. Our backward integration and established presence in regulated markets provide a durable competitive advantage.

04

Input cost volatility

Fluctuations in the availability and pricing of raw materials, influenced by geopolitical factors and supply chain disruptions, continue to create cost uncertainties.

Our response

We manage input cost risks through disciplined procurement, supplier diversification and efficient inventory management, supported by the flexibility of our manufacturing locations.

05

Rising sustainability expectations

Customers and regulators in global markets are placing increasing emphasis on environmental compliance, energy efficiency and sustainable manufacturing practices. Sustainability is now a competitive requirement rather than a differentiator.

Our response

We are investing in initiatives such as waste heat recovery, zero liquid discharge and advanced emissions management. These efforts not only ensure compliance with evolving standards but also contribute to improved operational efficiency and cost optimisation.

Value creation model

How strength translates into outcomes

Inputs

We allocate capital with discipline to support growth, maintain liquidity and strengthen long-term value.

Financial Capital

₹ **1,498 crore** total equity

₹ **729** net debt

We operate high-performance, integrated production facilities designed for scale, reliability and sustainability.

Manufactured capital

2 manufacturing plants in India

2 manufacturing outside India

60+ countries with commercial presence

We leverage deep chemical expertise and process knowledge to maintain product quality and technical leadership.

Intellectual capital

₹ **1.95 crore** R&D spend

We invest in building a skilled workforce through continuous learning, leadership development and a strong focus on safety and innovation.

Human capital

477 number of employees

11,714 person hours of training

We work closely with communities, customers and partners to build trust and long-term value.

Social and relationship capital

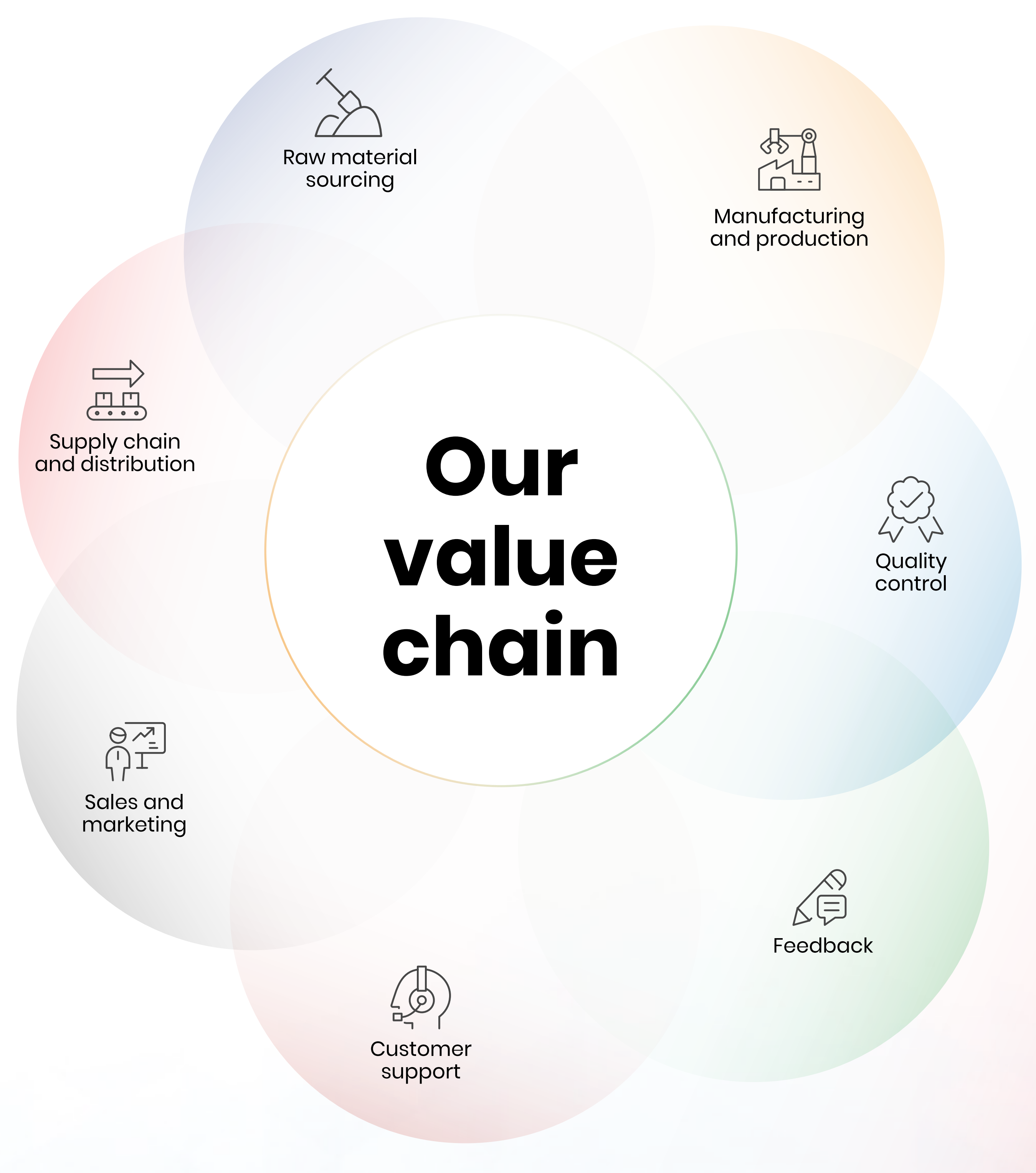
₹ **1.96 crore** CSR Spend

We promote conservation and circularity through responsible use of energy, water and raw materials.

Natural capital

1,03,049 KL of water recycled

Our value chain



Outputs

We deliver sustainable returns through disciplined operations and targeted reinvestment.

Financial Capital

₹ **1,393 crore** total income ₹ **(65) crore** PAT

₹ **20 crore** EBITDA

We deliver high-quality products that address diverse industry requirements across global markets.

Manufactured capital

₹ **1,266 crore** revenue from India

10% export share of total revenue

We strengthen capabilities through continuous innovation and digital advancement.

Intellectual capital

Zero patents received

We build a safe, inclusive and skilled workforce.

Human capital

Zero LTIFR

We create meaningful impact for stakeholders through focused initiatives in healthcare and education.

Social and relationship capital

25,000+ CSR beneficiaries

We reduce our environmental footprint through efficiency and sustainability initiatives.

Natural capital

24.3% scope 1 emissions reduced (YoY)

14.13% scope 2 emissions reduced from baseline year

1,05,115 GJ of clean energy generated on-site from waste heat

SDGs impacted

Manufacturing excellence

Consistent. Reliable. Scalable.

We have built our manufacturing capabilities on a foundation of operational discipline, continuous improvement and a strong focus on reliability. Facilities at Ranipet, Dahej and Malaysia ensure consistent output, optimise resource utilisation and meet the stringent quality expectations of global customers.

During the year, we continued to strengthen our manufacturing processes through the integration of advanced technologies and enhanced quality systems. This has enabled consistent product delivery while improving operational efficiency. Our focus remained on stabilising new capacities, optimising performance across existing plants and preparing our manufacturing network for the next phase of growth.

World-class manufacturing infrastructure

We engineer and operate large-scale, integrated manufacturing facilities that reflect our technological capabilities and commitment to quality at scale. By leveraging indigenous technologies alongside partnerships with leading global equipment suppliers, we ensure our processes remain aligned with global industry standards.

Our manufacturing methodologies are continuously refined to optimise energy consumption, water usage and raw material efficiency across locations. Our Dahej facility has achieved full operational stabilisation, contributing meaningfully to overall volumes. Upgrades at Ranipet and Dahej have enhanced reactor efficiencies, improved heat integration and strengthened emission control systems, which support both output quality and operational reliability.

Sustainable manufacturing

We uphold sustainability and environmental stewardship across all our manufacturing facilities. Surplus energy generated during Phthalic Anhydride production is reintegrated into operations, reducing dependence on external energy sources and lowering carbon emissions.

Our ongoing transition to gas-based energy continues to deliver measurable cost and environmental benefits, forming part of our broader approach to reducing our carbon footprint while maintaining high-quality output.

Energy integration and sustainable practices

Our sustainability efforts extend to structured energy management practices. We conduct regular energy audits, incorporating best practices recommended by independent entities to improve efficiency and reduce costs.

These initiatives support our broader objective of lowering emissions, conserving natural resources and enhancing overall operational efficiency.

Commitment to quality control

We implement stringent quality control measures across all stages of production, ensuring consistent adherence to customer specifications and global regulatory standards. Our fully equipped laboratories enable continuous monitoring and testing to maintain product quality.

Rigorous quality assurance systems

Our quality control systems are comprehensive, supported by a highly trained team overseeing all aspects of production. During the year, we enhanced our analytical capabilities, introduced real-time quality monitoring and strengthened batch traceability protocols, improving product consistency and customer acceptance across both food-grade and industrial-grade segments.

Operational efficiency and process safety

We pursue operational excellence across all facets of our production processes. Through the integration of advanced technologies and streamlined operations, we enhance productivity, reduce waste and improve overall efficiency.

Enhanced process safety and reliability

We adhere to robust process safety management frameworks and conduct pre-startup safety reviews for new equipment and processes. Regular safety drills, hazard identification systems and risk assessments ensure safe operations, minimise downtime and support consistent, reliable plant performance.

Research and development

Advancing through innovation

R&D efforts are aligned with business requirements, with a focus on improving process efficiency, enhancing product quality and addressing evolving industry needs. Efforts are primarily directed at refining existing processes, improving operational performance and supporting the development of products for diverse applications.

R&D infrastructure

R&D activities are supported by laboratory and pilot-scale facilities at Ranipet. These facilities enable testing, validation and process optimisation. They support ongoing improvement initiatives and help in adopting relevant technologies across manufacturing operations.

ESG commitments

Our path to responsible growth

Environmental, social and governance responsibility is embedded in our day-to-day operation and long-term planning. From the energy we generate to the communities we serve, our approach to sustainability is grounded in measurable action, responsible practices and clear accountability. The following commitments outline our priorities and targets for 2030.

Environment

Carbon footprint

25%

reduction in greenhouse gas (GHG) emissions by 2030*

Water stewardship

10%

reduction in water consumption by 2030*

Waste management

10%

reduction in industrial waste by 2030*

*From the baseline year 2022-23

Social

Health and safety

Zero

workplace accidents and implement responsible care practices across operations

Community support

Investing

in initiatives related to energy access, education and healthcare

Product safety and quality

Maintaining compliance with global standards and certifications, including REACH

Employee development

Building a

100%

digitally enabled workforce by 2030

Governance

Business ethics

zero

tolerance for human rights violations across operations and value chains

Regulatory compliance

Maintaining

zero

regulatory violations and ensuring timely reporting of all compliance matters

Corporate governance

ensuring transparency in financial and non-financial disclosures

*From the baseline year 2022-23

Environment

Protecting what sustains us

Environmental stewardship is guided by the objective of reducing the environmental impact of industrial growth. Sustainability is treated as a core business priority, with a focus on climate resilience, energy transition, responsible resource use and ecosystem protection.

Efforts are directed towards reducing emissions, conserving water, improving waste management practices and enhancing logistics efficiency. These initiatives support the development of a more resource-efficient manufacturing ecosystem aligned with circular economy principles.

16,839 KL
of rainwater harvested and reused

100%
process water treated and reused through ZLD systems

24.3%
scope 1 emissions reduced (YoY)

14.13 %
scope 2 emissions reduced from baseline year

22,265 tCO2e
emission avoided across Scope 1 and Scope 2 emission compared t previous year

23%
of total energy sourced from renewable energy

Social

Supporting people, sustaining growth

Human resource

We are building a workforce that can support increasingly complex, multi-location operations. This includes strengthening technical depth, improving shop-floor capability, and maintaining consistent safety performance across sites.

11,714
person-hours of training

500+
total workforce

9.9%
gender diversity

zero
LTIFR in FY 2025-26

zero
fatalities in FY 2025-26

zero
POSH-related incidents

Talent acquisition and workforce planning

Hiring is aligned to operational and expansion plans. Our recruitment efforts are directed at sourcing process engineers, plant operators and technical specialists required for the complexity of our manufacturing operations.

As we scaled at Dahej and establishing our presence in the United States, teams are being built with a focus on local hiring and capability development. Retention continues to be an area of focus, particularly for critical technical roles. Efforts are directed towards improving employee engagement, providing clearer role pathways and strengthening support systems that enable consistent performance across locations.

Learning and development

Training programmes are structured around operational requirements, with a strong emphasis on practical, plant-level application. Key areas covered include reactor handling, process deviation management, safety protocols and emergency response systems. These interventions have contributed to measurable improvements, including faster issue resolution, reduced variability in operations and higher first-time-right production outcomes.

In parallel, leadership development initiatives are aimed at building capabilities required to manage large-scale continuous plants. This includes exposure to regulatory compliance, sustainability considerations and cross-functional coordination.

Training effectiveness is assessed through operational indicators such as plant uptime, quality consistency, reduction in safety incidents and lower attrition in critical roles.

Diversity, equity and inclusion

We are working towards improving diversity. Efforts are currently focused on increasing representation in technical and managerial roles, where participation has traditionally been lower.

Beyond representation, emphasis is placed on ensuring consistency in hiring, evaluation, and progression processes. Creating an environment where individuals can contribute effectively across functions and levels remains a priority as the organisation expands across geographies.

Health, safety and well-being

Safety management is embedded with operational processes across all manufacturing and project sites. This is supported by structured frameworks such as Process Safety Management (PSM), regular safety drills and hazard identification and reporting systems.

Performance is tracked through lost time injury frequency rate, near-miss reporting and incident trends. These metrics are reviewed on a monthly basis by senior management. Corrective and preventive actions are implemented with defined timelines and key learnings are shared across plants to strengthen controls and minimise recurrence.

Our continued focus is on sustaining zero lost-time injuries and fatalities while reinforcing a culture of safe operations across all levels of the organisation.

Supplier partners

Our engagement with suppliers is structured around building consistency and reliability across the supply chain, rather than focusing only on cost and availability. Supplier selection and onboarding processes incorporate environmental, social and ethical considerations alongside technical and commercial evaluation.

Performance is tracked through defined parameters, including energy consumption, emissions, labour practices and waste management. These inputs are used to identify gaps and engage with suppliers on areas that require improvement.

Engagement is ongoing to improve visibility into practices and ensure alignment with regulatory requirements. This approach supports gradual standardisation across the supply chain while strengthening long-term supplier partnerships built on clearly defined expectations.

Operational efficiency through localisation

The commissioning of the Dahej facility has improved supply chain responsiveness and operational coordination in western India. Its location within a well-established industrial ecosystem provides proximity to key raw materials and customer clusters.

This has contributed to shorter delivery timelines and more predictable supply. Localisation has also improved coordination with customers and suppliers, enabling faster decision-making and better alignment with demand patterns.

Sustainable product development

Product development is guided by changing customer requirements and the need for greater efficiency in material use.

Current efforts are focused on improving process yields, reducing waste generation and enabling applications that support lower emissions at the customer end. This includes evaluating alternative raw materials and identifying opportunities for reuse within production cycles.

Communities

Community engagement is aligned with the needs of regions where we operate, with programmes designed to address gaps in access, capability and basic services. Interventions are mapped to broader development priorities, including alignment with the United Nations Sustainable Development Goals, enabling a more consistent and outcome-oriented approach.

25,000+

CSR beneficiaries

1.96 crores

CSR expenditure

Expanding healthcare access

Healthcare initiatives focus on improving access to affordable and reliable medical services in areas surrounding our operations. Through Thirumalai Mission Hospital and associated outreach programmes, support is extended to primary care, specialised treatment and preventive health services.

Regular health camps, awareness drives and community-level interventions address health risks and enable early diagnosis. These efforts help reduce barriers to care, particularly for underserved communities, while strengthening access to essential medical services over time.

Transforming education across rural communities

Education initiatives are directed towards improving access to learning and supporting academic development. Programmes include educational support, infrastructure assistance, and scholarships.

Beyond formal education, efforts also extend to encouraging sustained participation in learning, especially among students at risk of dropping out. These interventions contribute to improved learning outcomes and create stronger foundations for future employment and skill development.

Fostering livelihoods and empowerment

Livelihood initiatives focus on building practical skills and improving access to income-generating opportunities, especially for youth and women.

Vocational training programmes are aligned with local economic conditions, ensuring that skill development translates into employability or self-employment opportunities.

These programmes aim to strengthen economic participation at the community level while enabling individuals to build more stable and sustainable sources of income.

Governance

Built on trust and accountability

Our governance practices support effective decision-making, regulatory compliance and oversight across a multi-location business. It is anchored in defined policies, established review mechanisms, and clear accountability at different levels of the organisation.

The focus remains on maintaining transparency in operations, ensuring adherence to applicable regulations and safeguarding stakeholder interests through structured and responsible business practices.

9
Board of Directors

33%
Female representation

67%
Independent Directors

Balanced leadership. Informed decisions.

The Board comprises a mix of executive and non-executive members, including independent oversight, providing a balance between operational insight and informed decision-making. Board discussions are informed by diverse professional experience across industry, finance, and governance, enabling more comprehensive review of key decisions.

Strengthening controls. Upholding integrity.

Risk management systems are designed to identify, assess and mitigate key risks across operational, financial and strategic areas. Internal controls and compliance frameworks ensure reliability in financial reporting, compliance with regulatory requirements and consistency in operational practices. Policies governing ethical conduct are supported by structured monitoring and awareness mechanisms to ensure adherence across functions and locations.

Transparent reporting. Consistent disclosures.

Reporting practices are aligned with applicable regulatory requirements and sustainability frameworks. Disclosures provide clarity on performance, governance processes and risk management practices. This approach enables stakeholders to evaluate the organisation's performance with greater consistency, while also supporting continuous improvement in the quality and scope of disclosures as expectations evolve.

Board of Directors

Headline text

Mr. R. Parthasarathy

is the Chairman & Managing Director of Thirumalai Chemicals Limited. He served as Vice-President and President of the Indian Chemical Council from 2007 to 2011. He has managed manufacturing, technology development, marketing, and business start-ups in India, Europe, and the US. He is deeply involved in education and healthcare projects serving rural communities in South India.

Mrs. Ramya Bharathram

is the Managing Director and CFO of TCL. She heads Strategy and the Specialty Chemicals Businesses. With over 25 years of experience in marketing, business management, new business development, customs & excise, and trade policy, she worked for a leading law firm in India specialising in trade policy and indirect taxation. She also worked for Deloitte and Touché.

Mr. P. Mohana Chandran Nair

has worked at TCL for 9 years as President (manufacturing). A Chemical Engineer with over 36 years of experience in various roles at Rashtriya Chemicals and Fertilizers Ltd (RCF), he was the Head of Operations and Profit Centre Head before joining TCL. He is the Managing Director of TCL Intermediaries Private Limited, a subsidiary of the Company.

Mr. Raj Kataria

is an experienced Investment Banker with over 25 years in M&A and Capital Markets. 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 Arp wood Capital Private Limited, actively involved in several high-profile M&A transactions during the last 10 years. He is the Chairman of the Nomination & Remuneration Committee of TCL and is active in Governance and Corporate matters. He is also on the TCL Audit and Stakeholders Relationship Committees.

Mr. Rajeev M Pandia

is a Chemical Engineer from IIT, Bombay, and holds a Master's degree from Stanford University, USA. During 2000-2002, he was the President of the 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. He is the Chairman of the Business Review and Risk Management Committees and a member of the Nomination and Remuneration Committee of TCL.

Mrs. Bhama Krishnamurthy

has a Master's in Science (M.Sc.) from Mumbai University. She was Country Head and Chief General Manager at SIDBI. With 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, covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects.

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. Mr. Somasundaram is a Commerce graduate and has passed ICWAI and ACS.

Mrs. D. Sabitha

is a retired Additional Chief Secretary of Tamil Nadu, Mrs. D. Sabitha 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.

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. He joined Deepak Group in 2010 and since then has been instrumental in shaping the company's strategic direction and driving transformative growth. Presently he is a CEO of Deepak Chem Tech and Director on the boards of Deepak Nitrite and Deepak Phenolics.

Awards and accolades

Headline text

Ms. Poongothai recognized as Women Leader in Procurement- 2025

Thirumalai chemicals limited Group recognized as Best Procurement Transformation Award – 2025

Best Business Partner Award – Royapuram

- Two 1st Prizes (Rhodium Awards) at the ABK–ATOS IQCT Competition held on 26th September 2025 in Chennai.
- Shri R. Parthasarathy, Chairman, Thirumalai Chemicals Limited, received the Lifetime Achievement Award for his distinguished contribution to the chemicals sector and leadership excellence.

Impactful projects on:

1 Prize — Optimization of Procurement Process

2 Prize — Inventory Reduction across Thirumalai Chemicals Limited (TCL) Units

Corporate Information

Board of Directors (as of March 31, 2026)

Mr. R. Parthasarathy (Chairman & Managing Director)
Mrs. Ramya Bharathram (Managing Director & CFO)
Mr. P. Mohana Chandran Nair
Mr. Rajeev M Pandia
Mr. M. Somasundaram
Mr. Raj Kataria
Mrs. Bhama Krishnamurthy
Mrs. D. Sabitha
Mr. Meghav Mehta
Mr. Arun Alagappan (Upto 31.03.2026)

Audit Committee

Mr. M. Somasundaram, Chairman
Mrs. Bhama Krishnamurthy
Mr. Rajeev M Pandia
Ms. D. Sabitha
Mr. Raj Kataria

Stakeholders Relationship Committee

Mr. Raj Kataria, Chairman
Mr. M. Somasundaram
Ms. D. Sabitha
Mr. P. Mohana Chandra Nair

Nomination & Remuneration Committee

Mr. Rajeev M Pandia, Chairman
Mr. Arun Alagappan (Upto 31.03.2026)
Mrs. Bhama Krishnamurthy
Mr. Raj Kataria

Corporate Social Responsibility Committee

Mrs. Bhama Krishnamurthy, Chairperson
Ms. D. Sabitha
Mr. Meghav Mehta
Mr. R. Parthasarathy

Business Review Committee

Mr. Rajeev M. Pandia, Chairman
Mr. Arun Alagappan (Upto 31.03.2026)
Mr. M. Somasundaram
Mr. Meghav Mehta

Risk Management Committee

Mr. Rajeev M. Pandia, Chairman
Mrs. Bhama Krishnamurthy
Mr. Meghav Mehta
Mrs. Ramya Bharathram
Mr. Sanjay Sinha
Mr. B. Krishnamurthy

FUND RAISING COMMITTEE

Mr. M. Somasundaram
Mr. Rajeev M Pandia
Mrs. Ramya Bharathram

PROJECT REVIEW COMMITTEE

Mr. M. Somasundaram
Mr. Rajeev M Pandia
Mr. R. Parthasarathy

Chief Executive Officer

Mr. Sanjay Sinha

Chief Financial Officer

Mrs. Ramya Bharathram

Company Secretary

Mr. Aditya Sharma

Bankers

- Axis Bank Ltd
- IDFC First Bank
- Standard Chartered Bank
- CSB Bank
- Federal Bank
- ICICI Bank
- State Bank of India
- HDFC Bank
- Export Import Bank of India

Auditors

M/s. Walker Chandiok & Co LLP
Chartered Accountants, Chennai.

Internal Auditors

M/s M.S.Krishnaswamy & Co. Chartered Accountants, Chennai.
M/s CNK & Associates LLP., Chartered Accountants, Vadodara

Cost Auditor

M/s. GSVK & Co.
Cost Accountants, Chennai.

Secretarial Auditor

M/s. R.M. Mimani & Associates LLP
Practising Company Secretaries, Mumbai.

Registered Office

Thirumalai House, Road No. 29, Near Sion Hill Fort, Sion(E), Mumbai - 400 022, India.
Tel. : +91-22-24017841, 43686200,
E-mail : Info@thirumalaichemicals.com
Website: http://www.thirumalaichemicals.com
CIN : L24100MH1972PLC016149

Registrar & Share Transfer Agents

MUFG Intime India Pvt Ltd
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083.
Tel No : +91 22 49186000
Fax : +91 22 49186060
E-mail : investor.helpdesk@in.mpms.mufg.com
Website : www.mpms.mufg.com

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

Directors' Report

With Management Discussion & Analysis

To,
The Members
Thirumalai Chemicals Limited

Your Directors are pleased to present to you the Fifty Third Annual Report & Audited Statement of Accounts of the Company for the year ended March 31, 2026. The Management Discussion and Analysis has also been incorporated into this report.

STANDALONE FINANCIAL RESULTS – Summary

Rs.Lacs

Sl. No	Particulars	Year Ended 31-Mar-26	Year Ended 31-Mar-25
1	Revenue from Operations	1,35,973	2,15,207
2	Other Income	3,355	3,120
3	**Total Revenue**	**1,39,328**	**2,18,327**
4	Gross Profit/(Loss) before Interest,Finance Charges and Depreciation (EBITDA)	2,013	18,289
5	Interest and Finance Charges	(7,693)	(4,448)
6	**Profit/(Loss) before Depreciation and Tax**	**(5,680)**	**13,841**
7	Depreciation	(3,341)	(3,390)
8	Profit / (loss) before tax and exceptional items	(9,021)	10,451
9	Exceptional item	(444)	-
10	**Profit / (loss) before tax (PBT)**	**(9,465)**	**10,451**
11	Provision for Tax	387	(2,195)
12	Profit/(Loss) after Tax	(9,078)	8,256
13	Provision for Deferred Tax	(2,538)	(35)
14	**Profit/(Loss) after Tax (PAT)**	**(6,540)**	**8,221**

CONSOLIDATED FINANCIAL RESULTS

Rs.Lacs

Sl. No	Particulars	Year Ended 31-Mar-26	Year Ended 31-Mar-25
1	Revenue from Operations	1,73,552	2,04,951
2	Other Income	1,871	2,060
3	**Total Revenue**	**1,75,423**	**2,07,011**
4	Gross Profit/(Loss) before Interest,Finance Charges and Depreciation (EBITDA)	(1,645)	6,940
5	Interest and Finance Charges	(8,900)	(4,915)
6	**Profit/(Loss) before Depreciation and Tax**	**(10,545)**	**2,025**
7	Depreciation	(8,836)	(6,110)
8	Profit / (loss) before tax and exceptional items	(19,381)	(4,085)
9	Exceptional item	(798)	-
10	**Profit / (loss) before tax (PBT)**	**(20,179)**	**(4,085)**
11	Provision for Tax	309	(2,214)
12	Profit/(Loss) after Tax	(19,870)	(6,299)
13	Add : Provision for Deferred Tax	3,079	1,689
14	**Profit/(Loss) after Tax (PAT)**	**(16,791)**	**(4,610)**

Dividend

In view of the Company's performance during the year, the Board has determined not to declare a dividend for the current financial year. The web link of dividend distribution policy provided in the Corporate Governance Report

Management Discussion and Analysis

The Management Discussion & Analysis, as required in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), forms part of this Integrated Annual Report.

Economic Review

Global Economy Overview

Global economic growth demonstrated resilience at 3.3% in 2025, supported by strong corporate investment in artificial intelligence infrastructure and the ongoing reconfiguration of global supply chains, which continues to reshape trade patterns. Technology-led capital expenditure and supply chain realignment have contributed to stabilising growth across several major economies.

Outlook

Global economic growth is projected to remain stable at 3.3% in 2026 and moderate marginally to 3.2% in 2027. Continued investment in advanced technologies, particularly artificial intelligence, together with supply chain diversification, is expected to enhance productivity and strengthen resilience across major industrial sectors. The chemical industry is well positioned to benefit from improving capacity discipline and a gradual increase in demand for sustainable and speciality materials.

In the United States, growth is projected to improve modestly to approximately 2% in 2026, supported by easing monetary conditions and fiscal measures aimed at sustaining domestic demand. While labour market conditions are expected to gradually normalise, the economy is likely to remain supported by resilient consumption and ongoing investments.

Growth in East Asia is projected to moderate to 4.4% in 2026 from 4.9% in 2025, reflecting the normalisation of earlier export-driven momentum while continuing to benefit from strong domestic demand and long-term structural growth drivers.

Although geopolitical tensions in West Asia continue to pose challenges to global trade and energy markets, economies and industries are actively strengthening supply chains, improving operational resilience, and diversifying sourcing strategies. These measures are expected to support business continuity, economic stability, and investor confidence over the medium term.

Indian Economy Overview

Despite a challenging global economic environment, India continues to demonstrate resilient growth. Real GDP is estimated to expand by 7.4% in FY 2025-26, compared with 6.5% in FY 2024-25, reinforcing its position among the fastest-growing major economies. Strong GST collections, supported by higher import-related receipts, reflect healthy trade activity.

The Reserve Bank of India reduced the repo rate by 25 basis points to 5.25%, supporting credit growth and economic activity. Domestic demand remains robust, backed by favourable demographics, steady 6–8% growth in real disposable incomes, a 7.0% rebound in manufacturing, and continued infrastructure investments under the Viksit Bharat initiative, with capital expenditure exceeding ₹11 lakh crore (3.4% of GDP). The Union Budget 2026-27 continues to support growth through higher allocations under the PLI scheme and sustained public capital expenditure.

Outlook

India's growth outlook remains favourable, supported by export diversification, manufacturing expansion, resilient services activity, and stronger bilateral trade partnerships. GDP growth is projected at around 6.4% in FY 2026-27, while progress on the proposed India-European Union trade agreement is expected to enhance market access and generate a positive current account impact of approximately USD 16 billion.

Continued GST rationalisation, expanding free trade agreements, and improvements in the ease of doing business are expected to strengthen exports and investment. Supported by prudent policy measures, moderating inflation, and resilient domestic demand, India remains well positioned to sustain its medium- to long-term growth trajectory.

Industry Overview

Global Chemicals Industry

The global chemicals industry sustained steady momentum, with speciality chemical market projected to grow from USD 5.56 billion in 2026 to USD 7.31 billion by 2034, registering a CAGR of 3.5% during the period. Demand for phthalic anhydride grew consistently, driven by its extensive usage in plastics, coatings and automotive applications.

A key growth driver is rising demand for phthalic anhydride, particularly in unsaturated polyester resins (UPR) and paints across rapidly industrialising regions such as Asia Pacific, the Middle East, and Latin America. The market is projected to sustain a 4-5% growth trajectory, supported by sustainable product innovation and supply chain diversification towards efficient hubs such as India.

Table1. Global chemical demand expansion continues (% Y/Y change in volume)

Region	2025	2024
North America	2.0	0.2
Latin America	1.0	-0.8
Europe	1.4	1.9
Africa & Middle East	4.2	2.4
Asia/Pacific	3.7	4.8

Source: American Chemistry Council / S&P Global

Indian Chemicals Industry

India's chemical industry remains one of the foundational pillars of the country's manufacturing ecosystem. The nation ranks as the sixth largest producer of chemicals globally and the third in Asia, contributing approximately 7% to India's GDP. In July 2025, India and the UK signed the Free Trade Agreement (FTA), which is expected to come into force in July 2026. Upon implementation, the agreement is expected to eliminate tariffs on 99% of Indian exports and reduce duties on 90% of UK exports to India. The chemicals sector is expected to be among the key beneficiaries of this agreement.

Government support continues through initiatives focused on research and development, rationalisation of customs duties and the promotion of the Make in India campaign. Several segments of the chemical industry have been liberalised, permitting 100% foreign direct investment under the automatic route (except for certain hazardous chemicals), thereby facilitating investment and expansion. In addition, the Government of India has implemented Quality Control Orders (QCOs) under the Bureau of Indian Standards (BIS) Act to strengthen regulatory standards.

Domestic demand for chemicals and petrochemicals is expected to nearly triple, reaching US$ 1 trillion by 2040. As global companies increasingly seek to diversify supply chains away from China, India's chemical sector is well positioned to capture a significant share of this emerging opportunity.

Company Overview

Thirumalai Chemicals Limited (TCL) continues to maintain a competitive position through its advanced manufacturing operations at Ranipet and Dahej facilities. The Dahej facility is located within the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) in Bharuch, Gujarat, a large integrated chemical manufacturing cluster comprising 180 operational industrial units and nearly 650 units under development. The region has attracted investments of approximately ₹1 lakh crore (~US$ 12 billion) and is expected to generate close to 32,000 jobs.

With manufacturing facilities strategically located in Ranipet (Tamil Nadu) and Dahej (Gujarat), TCL benefits from geographic diversification, efficient logistics connectivity and proximity to major industrial corridors and port infrastructure.

In addition to its established commodity chemical operations, the Company has progressively developed a diversified portfolio of specialty chemicals and food ingredients. This includes products such as Fumaric Acid, Malic Acid, Diethyl Phthalate and other fine chemicals that cater to industries including food and beverages, pharmaceuticals, animal nutrition, fragrances, cosmetics, resins and various industrial formulations. Supported by scale in commodity chemicals and increasing participation in higher-value speciality segments, TCL is positioned to benefit from rising industrial demand, evolving global supply chains and long-term growth in downstream sectors including construction, automotive, food processing and pharmaceuticals.While the Company's financial performance over the last two fiscal years was impacted by unprecedented market shocks and high volatility, the Management remains confident given our extremely strong operational efficiencies in costs, committed to absolute transparency and will keep our shareholders updated on our progress.

Business Overview

Product Portfolio

Phthalic Anhydride (PA)

The Company has encountered severe headwinds in its Phthalic Anhydride (PA) operations over the past year.

To expand our market footprint in western India Your Company successfully commissioned substantial new capacity in Gujarat through its subsidiary. Concurrently, aggressive capacity additions by domestic competitors led to temporary market oversupply. While this excess capacity is progressively being absorbed by robust underlying demand growth, the initial imbalance put pressure on margins.

This challenge was further compounded by global macroeconomic disruptions. Subdued pricing in international markets—caused by an oversupply from the Far East—coincided with a sharp escalation in raw material costs and heightened working capital requirements, driven by geopolitical volatility in the Middle East. Consequently, operating margins were severely compressed. In response, the Management implemented rigorous cost-mitigation measures. Our customer base was also adversely affected last year by the imposition of higher import tariffs by the US.

These cumulative factors led to lower capacity utilization, which sharply inflated our fixed costs over the short term. This impact was particularly acute because the PA plant serves as the primary energy hub for our manufacturing complex, generating essential power and steam for integrated operations. Consequently, running the PA plant at reduced scale directly compromised our utility efficiencies, escalating energy costs across the site. While the Company's inherently robust cost structure cushioned the blow, it could not entirely offset the steep financial burden of these curtailed operations.

We are pleased to report that market conditions have since stabilized, enabling a recovery in operating margins. To support higher capacity utilization and restore our competitive cost structures, the Company is actively working with its consortium banks to enhance non-funded working capital limits. This turnaround strategy is progressing steadily, and maximizing capacity utilization remains our primary strategic objective for the current fiscal year.

Food Ingredients Business Performance:

Our Food Ingredients segment faced notable cross-currents during the year, primarily due to the revised tariff structures in the US, which temporarily impacted our export volumes to that region.

Crucially, these trade barriers triggered a global cascading effect. Blocked from the US market, Eastern producers diverted and dumped large volumes of surplus capacity into alternative regions, including Europe and India. This influx of low-priced imports led to intense price competition and compressed margins across our core product lines. Your Company is proactively addressing this volatility by strengthening local distribution channels, shifting focus to high-yield segments, and leveraging our lean operational frameworks. Meanwhile the US market has opened up.

Overall this has been a poor year for your company and its operating subsidiaries. We have started coming out of this, but much work remains to be done. We are fortunate we have world class manufacturing plants, an excellent customer base and efficient business processes; all managed by extremely competent and motivated employees at all levels.

Diethyl Phthalate (DEP)

Diethyl Phthalate, manufactured at the Ranipet facility, is widely used in fragrance formulations as a carrier solvent and fixative, enhancing the stability and longevity of scents. It also finds application in various consumer products, including adhesives, sealants and insect repellents.

DEP is valued for its high solvency, stability and compatibility, which make it an effective binding and stabilising agent in fragrance and cosmetic compositions. The global DEP market size was valued at approximately USD 2.23 billion in 2025 and is projected to reach about USD 3.42 Billion by 2033, growing at a CAGR of 5.5%.

HUMAN RESOURCES AND ORGANISATIONAL DEVELOPMENT

Throughout the year under review (FY2025-26), TCL remained focused on strengthening organisational capability by investing in leadership continuity, internal talent development and structured succession planning. The organisation has been able to develop future leaders while maintaining its stability through targeted development initiatives, cross-functional exposure and focused training programmes.

Simultaneously, the Company continued to refine policies aimed at strengthening employee engagement, diversity and retention. These initiatives are designed to promote a supportive workplace culture while providing employees with clearer career progression pathways. During the year, the Company conducted over 11,714 training hours, while middle management participated in structured leadership development programmes. Internal promotions accounted for leadership appointments, reflecting continued emphasis on succession readiness and internal capability building.

As the Company expands its presence across domestic and overseas markets, organisational realignment initiatives have been undertaken to sharpen execution and improve operational responsiveness. Systems and processes are also being developed to support overseas hiring and cross-border assignments, ensuring that the workforce remains agile, globally aligned and well-equipped to facilitate the Company's next phase of growth.

Our Subsidiary at Dahej (TCL Intermediates)

The new Phthalic Anhydride facility at Dahej has been successfully commissioned and has achieved 100% capacity utilization after resolving initial stabilization challenges. This facility significantly strengthens our capability to service Western Indian markets in a highly cost-efficient manner. To mitigate domestic feedstock shortfalls, the Company has been importing Ortho-Xylene. However, recent global supply-chain disruptions led to elevated freight costs, impacting both feedstock procurement and finished product exports, thereby exerting pressure on margins.

US Project and US Subsidiary Activities

Following protracted construction challenges and delays, the fabrication of our highly automated US facility is complete, and pre-commissioning and startup activities are underway. Given the advanced automation and scale of this plant, the startup phase requires meticulous oversight.

As previously communicated, the project faced capital cost escalations driven by severe inflationary pressures, local labor shortages, and extended regulatory testing of domestic equipment. To optimize the capital structure, the subsidiary initiated a refinancing program to align its debt profile with operational timelines. As this process faced procedural delays and threatened to divert management focus from commissioning, the US entity recently engaged a premier, globally recognized financial advisor to expedite the transaction. The refinancing is on track to close within the next three months, clearing the path for commercial operations. While these delays have deferred our market entry and increased the total capital outlay, the long-term fundamentals remain intact. The subsidiary decided to refinance its loans to better match these requirements. This process took far too long and interfered with the completion of construction. Consequently, the US company decided a month ago to engage a larger, well-regarded Debt Advisory Firm to handle this process. This refinancing is now in progress and is expected to complete in the next 3-4 months, allowing the subsidiary to move on with startup into full operations. This delay has temporarily affected their full market entry and increased costs.

The demand outlook for our product suite is robust, and the temporary price distortions caused by high feedstock exports from our region have normalized. Situated adjacent to reliable gas sources and multiple butane producers, this US asset possesses a world-class, lowest-cost structural advantage.

Currently, approximately 75% of the Malic and Fumaric Acid consumed in the US relies on imports. Amid ongoing global supply chain vulnerabilities and tariff risks, American customers are increasingly prioritizing secure, domestic sourcing. Our US subsidiary is uniquely positioned to capture this market share.

We project the upcoming fiscal year 2027 to be the defining year of operational stabilization and growth for this asset.

Our Subsidiary in the Netherlands - TCL Global B.V.

TCL Global B.V., our European subsidiary, has completed its fourth year of operations, continuing to strengthen its marketing and distribution network across Europe.

Despite facing market challenges, TCL Global has maintained steady growth by distributing products from India and Malaysia. With the start-up of our Dahej subsidiary, we are well-positioned to increase export volumes significantly. Our focus remains on steadily improving our product offerings to better serve the European market, ensuring higher customer satisfaction and maintaining competitive pricing. The local presence of TCL Global enhances our ability to deliver better service, compliance, and quick adaptability in an ever-changing market environment. As we expand our footprint, we aim to capture increased market share and drive consistent growth across the region.

Our Subsidiary in Malaysia

Our Malaysian subsidiary, OOSB, which operates Maleic Anhydride and Esters manufacturing facilities, faced unprecedented challenges. The Maleic Anhydride market was severely disrupted by massive capacity additions in China that lacked sustainable downstream consumption.

Demonstrating strong agility, OOSB's management took decisive steps within the year to contain costs and suspend Maleic Anhydride manufacturing operations. Meanwhile, the Esters plant has reached break-even levels. Through these proactive interventions, the subsidiary has successfully arrested operational losses and cash dependency on the parent.

USD in Mn

Sl. No	Particulars	Year Ended 31-Mar-26	Year Ended 31-Mar-25
1	Revenue from Operations	3.76	27.82
2	Other Income	0.22	0.53
3	**Total Revenue**	**3.98**	**28.35**
4	Gross Profit / (Loss) before Interest,Finance Charges and Depreciation (EBITDA)	(1.95)	(6.64)
5	Interest and Finance Charges	(0.07)	(0.20)
6	Profit/(Loss) before Depreciation and Tax	(2.01)	(6.84)
7	Depreciation	(1.82)	(1.81)
8	Profit / (loss) before tax and exceptional items	(3.83)	(8.65)
9	Exceptional item	(0.40)	-
10	Profit / (loss) before tax	(4.23)	(8.65)
11	Provision for Tax	-	-
12	Profit/(Loss) after Tax	(4.23)	(8.65)
13	Provision for Deferred Tax	0.71	1.96
14	Profit/(Loss) after Tax (PAT)	**(3.52)**	**(6.69)**

Finance and Accounts

The Company maintained a disciplined approach towards working capital and liquidity management during the year despite a challenging business environment marked by lower demand, pricing pressures and supply chain uncertainties. Focused efforts on inventory management, receivables collection and cash flow monitoring helped ensure adequate liquidity to support operations and ongoing business requirements.

The Company continued to invest in its growth initiatives while maintaining prudent financial management practices. The expansion projects undertaken in recent years, particularly at Dahej, have resulted in a higher capital base and increased financing requirements. Consequently, financial performance have been impacted during the year; however, these investments are expected to support future growth as utilization levels improve.

Operational and financial discipline remain key priorities. The Company continues to strengthen internal controls, enhance process efficiencies and closely monitor cash flows, working capital and borrowing levels. The management remains focused on maintaining a strong financial position while supporting the Company's long-term growth objectives.

Looking Forward to FY26-27:

The global business environment continues to be influenced by geopolitical tensions, trade-related uncertainties and disruptions to supply chains. Freight costs, logistics challenges and volatility in raw material markets remain areas of concern. However, any easing of these tensions and normalization of trade flows would provide relief across supply chains and support improved market conditions.

We are also seeing early signs of stabilization in certain product segments and expect a gradual improvement in demand and pricing as market conditions normalize.

Our expanded Dahej facility is expected to operate at higher utilization levels during the coming year, enabling us to better leverage the investments made in recent years. As volumes increase, we expect to strengthen our presence in export markets and improve our participation across key international geographies.

Our focus on operational efficiency, cost optimization and disciplined execution remains unchanged. We will continue to strengthen our market position while ensuring that the business remains agile and responsive to evolving market conditions.

Safety and Health Initiatives:

Safety, health and environmental stewardship continue to remain core priorities across all our operations. We remain committed to maintaining the highest standards of process safety management, operational discipline and regulatory compliance across our manufacturing facilities.

During the year, we will continue to strengthen our safety systems through focused training programs, safety audits, risk assessments and continuous improvement initiatives. Our emphasis remains on proactive hazard identification, preventive maintenance and fostering a culture where safety is an integral part of everyday operations.

Employee health and well-being continue to receive equal attention through regular health monitoring programs, wellness initiatives and awareness campaigns. As our operations expand, we remain committed to ensuring that the same safety standards and operating practices are consistently implemented across all locations.

People:

Our people remain one of the Company's greatest strengths. We continue to invest in developing technical capabilities, leadership skills and functional expertise across the organization.

The focus during the coming year will be on strengthening our talent pipeline, enhancing leadership development and preparing teams to support our growing domestic and international operations. We will continue to provide opportunities for learning and professional growth while fostering a culture of accountability, collaboration and continuous improvement.

The Company has made significant progress in developing young managers and technical professionals who are increasingly taking on larger responsibilities across functions. This process of building future leadership capabilities remains an important element of our long-term growth strategy and will continue in the years ahead.

STRENGTHS

Process Reliability and Quality Assurance

Operations are conducted in sectors where accuracy and regulatory compliance are critical. Robust process controls, established technical expertise and disciplined manufacturing practices ensure consistent product quality across applications in the food, pharmaceutical and industrial segments. This operational reliability strengthens customer confidence and supports long-term commercial engagement.

Strong Franchise in Core Chemical Segments

The Company has established a diversified portfolio spanning Phthalic Anhydride, Maleic Anhydride, Fumaric Acid and Malic Acid. A sustained focus on product performance, customer responsiveness and operational improvement has reinforced its position in domestic and international markets.

Market Position and Production Scale

The Company operates at significant scale within the global chemicals industry. It ranks among the largest producers of Phthalic Anhydride globally, is the largest producer of Maleic Anhydride in Southeast Asia and remains the leading producer of Fumaric Acid in India. This scale enhances market visibility and supply reliability.

Geographic Reach and Customer Relationships

Serving over 350+ customers across 60 countries, the Company has developed a diversified export footprint across the Americas, Europe, Asia and the Middle East. Long-standing customer relationships, supported by reliable logistics infrastructure and familiarity with regulatory frameworks, provide resilience against regional demand fluctuations.

Manufacturing Integration and Operational Efficiency

Manufacturing operations at Ranipet and Dahej are structured around integrated production systems designed to enhance efficiency, optimise resource utilisation and maintain adherence to stringent regulatory and quality compliance standards.

Environmental Stewardship

Sustainability considerations are embedded within plant operations. Established systems and practices, including Zero Liquid Discharge, responsible waste management, continuous emissions monitoring, and investments in energy-efficient technologies, reflect a structured approach to reducing environmental impact while maintaining operational efficiency.

OPPORTUNITIES

Phthalic Anhydride Market Leadership

As a leading producer of Phthalic Anhydride, the Company is well positioned to benefit from sustained demand across paints, plasticisers, resins and flexible PVC applications.

Capacity Expansion and Import Substitution

The expansion of production capacity at Dahej strengthens domestic supply capability and supports the broader objective of reducing reliance on imports, in line with the national emphasis on manufacturing self-reliance. Additionally, it enhances connectivity to major ports along the west coast, enabling improved export capabilities and a more efficient, resilient supply chain.

Growing Demand for Food and Pharmaceutical Ingredients

The Company's established presence in Malic Acid and Fumaric Acid provides opportunities to capture increasing demand from food processing, beverages, and pharmaceutical industries where these ingredients are widely applied.

THREATS

Competitive Pricing and Global Oversupply

The commodity chemical space continues to experience pricing pressure due to excess global capacity and the availability of lower-priced imports from East Asia, particularly China. This has contributed to margin compression across several product segments.

Persistent Profitability Pressures

Industry-wide margin pressures, combined with cyclical demand conditions, may continue to affect profitability until market demand and pricing conditions stabilise.

Raw Material Price Volatility

Dependence on petrochemical derivatives such as o-Xylene exposes the Company to feedstock price fluctuations. If such cost increases cannot be passed through in pricing or offset through efficiency improvements, operating margins may be impacted.

RISKS AND CONCERNS

Exposure to Geopolitical and Trade Developments

Global trade tensions, tariff actions and regional policy shifts may create uncertainty for export-oriented businesses, potentially affecting demand patterns and pricing stability.

Structural Commodity Cycle Vulnerability

Commodity chemical markets are inherently cyclical and closely linked to broader industry activity. Periods of demand slowdown or pricing pressure may affect revenue visibility and profitability.

RISK MANAGEMENT

TCL operates in a cyclical and globally interconnected chemical market, where disciplined risk management is essential to sustaining operational and financial stability. Key operational, financial and strategic risks are systematically identified, assessed and addressed through a structured enterprise risk management framework.

Operational and process safety risks are managed through the comprehensive implementation of Process Safety Management (PSM) systems across manufacturing facilities. These are reinforced by periodic Hazard and Operability (HAZOP) studies, robust preventive maintenance practices, automation of critical processes and independent safety audits. Environmental safeguards, including Zero Liquid Discharge systems and emission monitoring, support regulatory compliance while reinforcing the Company's pledge to responsible and sustainable operations.

Exposure to volatility in raw material costs, particularly crude-linked inputs such as o-Xylene, is mitigated through diversified sourcing, strategic inventory planning, long-term supplier partnerships and cost optimisation measures.

Financial and liquidity risks are addressed through prudent capital allocation, disciplined working capital management and continuous monitoring of cash flows. To maintain financial flexibility and resilience, the Company undertakes regular stress testing under adverse market scenarios and maintains diversified banking relationships.

Oversight of enterprise risks is supported by a clearly defined framework that evaluates risk materiality and potential financial impact. Major exposures, including supply chain continuity, product quality, safety, regulatory compliance and environmental stewardship, are formally mapped to mitigation measures and regularly reviewed.

The framework is integrated with strategic planning and performance management processes, enabling timely decision-making and clear accountability. Senior leadership periodically reviews risk assessments to ensure that mitigation strategies remain aligned with the Company's operating environment and long-term objectives.

Internal Controls

Thirumalai Chemicals has established an internal control framework to safeguard its assets, ensure accurate financial reporting and maintain compliance with legal and regulatory requirements. Key elements of the internal control system include

- Comprehensive Policies and Procedures
- Regular Internal Audits
- Audit Committee Oversight
- Risk Management Framework
- Training and Awareness

OUR ASSOCIATES

Our journey of growth—across India and into global markets— continues to be strengthened by the enduring support of our stakeholders. We deeply value the trust and collaboration of our customers, financial partners, investors, suppliers, distribution networks, consultants, regulatory bodies, and the communities in which we operate. As we expand our presence and increase the scale of our operations, this network of partners remains integral to our success. We remain committed to nurturing these relationships and working together to achieve long-term, shared progress across all regions where we operate.

BOARD AND MANAGEMENT

The Board of your Company consists following Directors as of March 31, 2026

- The Chairman & Managing Director - Mr. R. Parthasarathy (KMP)
- Managing Director & Chief Financial Officer – Mrs. Ramya Bharathram (KMP)

Six Non-Executive Independent Directors:

- Mr. Arun Ramanathan (Cessation w.e.f., July 21, 2025)
- Mr. Arun Alagappan (Resigned w.e.f., March 31, 2026)
- Mr. Rajeev Mahendra Pandia
- Mrs. Bhama Krishnamurthy
- Mr. Meghav Deepak Mehta (Appointed w.e.f., June 10, 2025)
- Ms. Sabitha Dayashanker (Appointed w.e.f., May 16, 2025)
- Mr. M Somasundaram

Two Non-Executive Director:

- Mr. Raj Kumar Kataria (Appointed w.e.f., May 16, 2025)
- Mr. P. Mohana Chandran Nair

They are supported closely by:

- Mr. C.G. Sethuram – Group Chief Executive Officer (Retired w.e.f., July 01, 2025)
- Mr. Sanjay Sinha – Chief Executive Officer
- Mr. R Pramod Kumar – Company Secretary (Till August 18, 2025) (KMP)
- Mr. Aditya Sharma - Company Secretary (Appointed w.e.f., August 18, 2025) (KMP)

And following executives:

- Mr. R. Srinivasaraghavan– President, Manufacturing
- Mr. K Anand Kumar – President, Finance
- Ms. J. Radha - Executive Vice President, Finance
- Mr. B. Krishnamurthy - Executive Vice President, Accounts & Systems
- Mr. Easwaran – Executive Vice President, Strategy & Business Development – New Products

In the opinion of the Board, the Independent Directors appointed during the year possess integrity, expertise, experience and proficiency. The Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

Our Directors play a very active role in the Company bringing expertise in Business Strategy and Management, Technology, Finance & Accounting, Governance, Project Appraisal & Management, Government Relations.

Their frequent and intense interactions with the management team occur through the Board and Committee meetings, reviews, suggestions, and advice over the past decade.

The executive management team has been transparent in presenting and discussing initiatives, plans, failures, issues, and responses.

This healthy and open interaction has been of immense value to the governance, health and growth of the company.

The Board Committees, particularly the Risk Management Committee, Business Review Committee, and Audit Committee, met often and participated in depth by setting goals, reviewing performance, correcting slippages and monitoring execution.

The Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Corporate Social Responsibility Committee have been active in their respective roles.

Further details are given in the Corporate Governance Report.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

Social Responsibility

Your Company continues to play an active and important role in the welfare of the local communities.

The Founders of your Company, Mr. N.S. Iyengar and Mr. N.R. Swamy had set up the Thirumalai Charity Trust (TCT) in 1970, and The Akshaya Vidya Trust (AVT) in 1994.

Thirumalai Chemicals supports TCT financially and through management reviews and in their infrastructure planning & development process.

The TCT works in Ranipet District where our main Indian manufacturing site is located, since 1983, providing services in Community Healthcare, Women's Empowerment, Disability, De-addiction, and Village development.

The TCT founded and operates the Thirumalai Mission Hospital, which provides health coverage to 315 villages with 36,500 households and 150K population and over 100 medical camps/year with experienced consulting physicians. TCT is embarking on an ambitious expansion project to augment the existing 50-bedded to 100 bedded hospitals.This addresses a critical need of the community.

School Community Development coverage is 6 Villages, primary aim of these visits was to engage with the local communities and raise awareness on key social and environmental issues while showcasing our school's activities.

Industrial Relations:

Industrial Relations during the year under review continued to be very cordial.

Finance

All taxes and statutory dues have been paid on time. Payment of interest and instalments to the Financial Institutions and Banks are being made as per schedule. Your Company has not collected any Fixed Deposits during the Financial Year.

Exports

Calculated on FOB basis, Exports amounted to ₹ 12,166 lakhs (previous year ₹ 13,186 lakhs)

Particulars of loans, guarantees or investments

Information relating to loans, guarantees, and investments under Section 186 of the Companies Act, 2013 is provided in the notes to the financial statements.

Related Party Transactions

All transactions entered into with Related Parties (as defined under the Companies Act, 2013) during the Financial Year were in the ordinary course of business and on an Arm's length pricing basis, and do not attract the provisions of Section 188 of the Companies Act, 2013 and were within the ambit of Reg. 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant transactions with related parties during the Financial Year which were in conflict with the interests of the Company. Appropriate disclosures relating to related party transactions, as required under Indian Accounting Standard (Ind AS) 24, have been included in the notes to the Financial Statements.

The Board has approved of a policy for Related Party Transactions which has been uploaded on the Company's website.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

i) In preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.

ii) We have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period.

iii) We have taken proper and sufficient care to maintain adequate Accounting Records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

i) We have prepared the Annual Accounts on a going concern basis.

ii) Proper Internal Financial Controls were in place and that the Financial controls were adequate and were operating effectively.

iii) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Business Risk Management

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks. The composition of the Committee is given below:

S. No	Name of member	Category
1	Mr. Rajeev M. Pandia	Independent Director & Chairman
2	Mrs. Bhama Krishnamurthy	Independent Director
3	Mr. Meghav Mehta	Independent Director
4	Mrs. Ramya Bharathram	Managing Director
5	Mr. Sanjay Sinha	Chief Executive Officer
6	Mr. B. Krishnamurthy	Executive Vice President Accounts & Systems

Vigil Mechanism / Whistle Blower Mechanism

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

Corporate Social Responsibility (CSR) Committee

The Committee recommended continuing support for the Thirumalai Charity Trust's Health and Rural Development Projects and for the Akshaya Vidya Trust's Educational Programmes.

The composition of the Corporate Social Responsibility Committee is given below:

S. No	Name of member	Category
1	Mrs. Bhama Krishnamurthy	Independent Director & Chairman
2	Ms. D. Sabitha	Independent Director
3	Mr. Meghav Mehta	Independent Director
4	Mr. R. Parthasarathy	Managing Director (Promoter)

A detailed note is given in the Corporate Governance report.

Total Expenditure on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):

The Company's total spending on CSR is 2% of the average profit after taxes in the previous three Financial Years towards Health and Sanitation Programmes

The CSR report is set out in the Annexure B to the Directors' report.

Statement pursuant to Listing Regulations:

Your Company's shares are listed with the National Stock Exchange of India Ltd. and the BSE Ltd. We have paid the annual listing fees and there are no arrears.

Business Responsibility and Sustainability Report:

Regulation 34(2) of the SEBI Listing Regulations, 2015, as amended, inter alia, provides that the Annual Report of the top 1000 listed entities based on market capitalization shall include a Business Responsibility and Sustainability Report (BRSR Report).

Your Company is in the top 1000 listed entities. The Company, has presented its BRSR Report for the Financial Year 2025-26, which is attached herewith as Annexure E.

Report on Corporate Governance:

The Report on Corporate governance is annexed under Annexure F.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and under obligations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carries out the annual performance evaluation of its own performance, of the Directors individually as well as the evaluation of working of its various Committees. A structured questionnaire is prepared after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, Execution and Performance of specific duties, obligations and governance.

A separate exercise is carried out to evaluate the performance of individual Directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and of its minority shareholders, etc.

The performance evaluation of the Independent Directors is carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors is carried out by the Independent Directors who also review the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

Appraisal of Board's performance:

It includes setting individual and collective roles and responsibilities of its Directors, creating awareness among Directors about their expected level of performance and thereby improving the effectiveness of the Board.

Board evaluation contributes significantly to improved performance and aims at:

- Improving the performance of Board in line with the corporate goals and objectives.
- Assessing the balance of skills, knowledge and experience on the Board.
- Identifying the areas of concern and issues to be focused on for improvement.
- Identifying and creating awareness about the role of Directors individually and collectively as Board.
- Fostering Team work among the members of the Board.
- Effective Coordination between the Board and Management.
- Overall growth of the organization

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up by the Company to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Since the number of complaints filed during the year was Nil, the Committee prepared a Nil complaints report.

Statutory Auditors:

M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No 001076N / N500013) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on July 21, 2021 to hold office from the conclusion of the Forty Eighth AGM. The second five-year term of the statutory auditor concludes at this AGM.

The Board has recommended the appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018), as the Statutory Auditors of the Company for a period of five consecutive years, from the conclusion of the 53rd AGM until the conclusion of the 58th AGM to be held in the year 2031, subject to the approval of the Members at the ensuing AGM. The relevant resolution is included in the Notice of this AGM.

Internal Auditors:

The Internal Auditors M/s. M.S. Krishnaswamy & Co, Chartered Accountants, have played an important role in strengthening the internal controls within the Company. The Internal Auditors M/s CNK & Associates LLP also contributed significantly.

Cost Auditors:

M/s GSVK & Co., Cost Accountants, were appointed as Cost Auditor to conduct cost audit of the cost records maintained by our Company in respect of products manufactured during the Financial Year 2025-26. The Cost Audit Report was filed with the MCA, Government of India, by the Company on September 11, 2025 well before September 30, 2025, the due date of filing for the Financial Year 2024-25.

Secretarial Auditors:

In compliance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, the appointment of R.M. Mimani & Associates LLP, Practising Company Secretaries, a peer reviewed firm (Firm Registration No. L2015MH008300) as Secretarial Auditors of the Company was approved at the 52nd Annual General Meeting of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029- 30.

Secretarial Auditor Report

The Secretarial Audit Report for the Financial Year ended March 31, 2026 is attached to this Report Annexure G. The Secretarial Audit Report does not contain any qualifications, or reservations.

Annual Return

Pursuant to the provisions of section 92(3) and Section 134 (3) (a) of the Companies Act, 2013 a copy of the Annual Return of the Company for the year ended March 31, 2026 is placed on the website of the company at https://thirumalaichemicals.com/wp-content/uploads/Annual-Return/MGT-7_2025-26.pdf.

Personnel

In terms of the provisions of section 197(12) of the of the Companies Act, 2013 read with the Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the names and other particulars of employees are set out in the Annexure C to the Directors' report.

Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES OF THE COMPANIES ACT, 2013:

a) The ratio of the remuneration of each Director to the median employee's remuneration for the Financial Year and such other details as prescribed is as given

Sr. No.	Name of Director	Ratio
1	Mr. R. Parthasarathy (Managing Director)	68:1
2	Mrs. Ramya Bharathram (Managing Director and CFO*)	48:1

*Mrs. Ramya Bharathram – Managing Director, was appointed as the Chief Financial Officer of the Company on July 24, 2018). No additional remuneration was paid to her for functioning as the CFO.

b) The percentage increase in remuneration of Managing Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Mr. R. Parthasarathy – (Managing Director): 11%

Mrs. Ramya Bharathram (Managing Director and CFO*): 16%

Mr. R. Pramod Kumar – (Company Secretary): NA (Resigned w.e.f August 17, 2025)

Mr. Aditya Sharma – (Company Secretary): NA (Appointed w.e.f August 18, 2025)

c) The number of permanent employees on the rolls of the Company: 477

d) Average percentile increases already made in the salaries of Employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration is NIL for Employees other than Managerial Personnel & 2% for Managerial Personnel (KMP and Senior Management)

(e) If remuneration is as per the remuneration policy of the Company: Yes

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars required to be included in terms of Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure D.

Share Capital

Company issued following securities during the financial year:

a) Preferential Issue

Particulars	Preferential Issue - 1	Preferential Issue - 2
Date of Issue	22.08.2025	17.12.2025
Date of Allotment	26.08.2025	23.12.2025
Method of Allotment	Preferential Allotment	Preferential Allotment
Issue Price	Rs. 277	Rs. 296
Number of Shares Allotted	1,62,68,040	18,96,614
Number of Shares Or Securities Allotted To The Promoter Group	Nil	18,96,614
Change In Paid-Up Share Capital	Before issue: 10,23,88,120 After issue: 11,86,56,160	Before issue: 11,86,56,160 After issue: 12,05,52,774

b) Debenture Issue

Particulars	Details	Details	Details
Date of Issue	04.06.2025	04.06.2025	04.06.2025
Date of Allotment	09.06.2025	09.06.2025	09.06.2025
Method of Allotment	Private Placement	Private Placement	Private Placement
Issue Price	Rs. 10,00,000	Rs. 10,00,000	Rs. 10,00,000
Number of Debentures	330	330	340
Coupon Rate	11.00%	11.50%	12.00%
Maturity Date	04.06.2027	04.06.2028	04.06.2029
Amount Raised	33,00,00,000	33,00,00,000	34,00,00,000

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor.

The details form part of Note No. 36 of Notes to standalone financial statements.

Cautionary Statement

Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation, plant breakdowns, industrial relations, etc.

Acknowledgements

The Directors would like to place on record our sincere appreciation for the continued support given by the Banks, Internal Auditors, Government Authorities, Customers, Vendors, Shareholders and Depositors during the period under review.

The Directors also appreciate and value the contributions made by the employees of our Company at all levels.

For and on behalf of the Board of Directors

R. Parthasarathy	**M. Somasundaram**
Managing Director	Director
(DIN :00092172)	(DIN: 05185268)
Place: California	Place: Chennai
Date: 30th May, 2026	Date: 30th May, 2026

Annexure to Directors' Report

Annexure – A

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ In Lakhs)

Sl. No	Company	Currency	Conversion rate	Capital	Reserve	Total Liability	Investment	Turnover	PBT	PAT
1	Cheminvest Pte. Ltd	USD	94.65	7,572	10,079	7	17,301	22	-23	-24
2	OOSB	USD	94.65	12,033	197	8,579	-	3,318	-3,737	-3,109
3	Lapiz Europe Ltd	GBP	125.63	0.13	26	7.81	-	0.00	-4	-4
4	TCL Global BV	Euro	109.01	1,28,285	759	1,36,624	1,28,371	6,677	203	128
5	TCL INC	USD	94.65	80,656	49	80,755	80,636	0	-19	70
6	TCL Specialties LLC	USD	94.65	1,23,932	-1,529	2,75,936	0	73	-1,291	-1,291
7	TCL Intermediates Private Limited	RS	0.00	23,300	-15,172	95,777	0	64,083	-9,114	-9,114

For and on behalf of the Board of Directors

R. Parthasarathy
Managing Director
(DIN :00092172)
Place: California
Date: 30th May, 2026

M. Somasundaram
Director
(DIN: 05185268)
Place: Chennai
Date: 30th May, 2026

Annexure-B

Annual Report on CSR Activities

Reporting of Corporate Social Responsibility (CSR)

1. Period for which CSR is being reported: **From 01/04/2025 to 31/03/2026**

2. Brief outline on CSR Policy of the Company: The areas of principal support of the CSR Policy are towards Education, Health, Women Empowerment and Community Development Services. The full policy is available in the Company's website http://www.thirumalaichemicals.com

3. Composition of CSR Committee:

Sl. No	Name of member	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Arun Ramanathan[1]	Independent Director & Chairman	1	1
2.	Mr. R. Sampath[1]	Director (Promoter)	1	1
3.	Mrs. Bhama Krishnamurthy	Independent Director & Chairperson	3	3
4.	Mr. R. Parathasarathy	Managing Director (Promoter)	3	1
5.	Ms. D. Sabitha[2]	Independent Director	2	2
6.	Mr. Meghav Mehta[2]	Independent Director	2	0

[1] Ceases to be the members upon reconstitution of the Committee on 19.06.2025

[2] Inducted as a members on 19.06.2025

4. Composition of CSR Committee- https://thirumalaichemicals.com/compliance-policies/

   CSR Policy - https://thirumalaichemicals.com/compliance-policies/

   CSR projects: - https://thirumalaichemicals.com/announcements-updates/

5. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).: **Not Applicable**

6. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakh)	Amount required to be set- off for the financial year, if any (₹ in Lakh)
1.	2024-25	Nil	Nil
	TOTAL	**Nil**	**Nil**

7. Average net profit of the Company as per section 135(5): **₹ 9,795.22 Lakhs**

8. (a) Two percent of average net profit of the company as per section 135(5): **₹195.90 Lakhs**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**

   (c) Amount required to be set off for the financial year, if any: **NIL**

   (d) Total CSR obligation for the financial year (8a+8b- 8c): **₹ 195.90 Lakhs**

9. (a) CSR amount spent or unspent for the financial year:

Total Amount spent for the Financial Year.(₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
195.90	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project.		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation Direct (Yes/No).	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL												

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/ No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Managing Non-communicable Diseases (NCD) in the Community	Promoting healthcare including preventive health care	YES	Tamil Nadu	Ranipet	192.69	NO	Thirumalai Charity Trust Ranipet District	CSR00000287
2.	Promoting healthcare including preventive health care	Promoting healthcare including preventive health care	YES	Tamil Nadu	Vellore	3.21	NO	The Christian Medical College Vellore Association	CSR00001924
TOTAL						**195.90**			

(d) Amount spent in Administrative Overheads – **NIL**

(e) Amount spent on Impact Assessment, if applicable – **NA**

(f) Total amount spent for the Financial Year (9b+9c+9d+9e) – **₹ 195.90 Lakhs**

(g) Excess amount for set off, if any – **NIL**

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	195.90
(ii)	Total amount spent for the Financial Year	195.90
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

10. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer	
1.	2022-2023	Nil	Nil	Nil	Nil	Nil	Nil
2.	2023-2024	50.30	25.07	Nil	Nil	Nil	Nil
3.	2024-2025	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (₹ in Lakhs)	Amount spent on the project in the reporting Financial Year (₹ in Lakhs)	Cumulative amount spent at the end of reporting Financial Year. (₹ in Lakhs)	Status of the project-Completed /Ongoing.
2.	FY31.03.2024_1	Promoting health care including preventive health care	2023-2024	3 years	51.30	25.07	51.30	Completed

11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details).**

(a)	(b)	(c)	(d)
Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
Nil			

12. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **– Not Applicable**

Sd/-
Bhama Krishnamurthy
Director
(DIN: 02196839)
Place: Chennai
Date: 30th May, 2026

Sd/-
R. Parthasarathy
Managing Director
(DIN: 00092172)
Place: California
Date: 30th May, 2026

Annexure C

Statement of particulars under section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2023 and forming part of the Directors' Report.

Sr. No	Name $	Designation	Qualification (s)	Age	Date of Commence- ment of Employ- ment	Total Expe- rience	Nature of Employ- ment Whether Contrac- tual or Other- wise	Nature of Duties of The Em- ployee	Gross Remu- nera- tion ` in Lakhs	Previous Employment / Designation	No shares held and related to any Director or Manager or KMP
1.	Mr. Sanjay Sinha	Chief Executive Officer	B.Tech (Chemical Engineering)	63 Yrs	18th Jan 2021	38 Years	Contractual	General Manage- ment	295	Sector Head- Aromatics, Reliance Industries Limited	NIL
2.	Mr. C. G. Sethuram (Retired w.e.f July 01, 2025)	Group Chief Executive Officer	B.Tech., (Chemical Engineering), PGDM (IIMA)	70 Yrs	12th Aug 2013	41 Years	Contrac tual	General Manage- ment	154	ED (emerging business, Archean Group)	NIL
3.	Mr.V. Thirumalaisamy	Executive Vice President (Project & Engineer- ing)	B.Tech – Chemical engineering	58 Yrs	24th Oct 2016	35 Years	Contrac tual	Technol-ogy & Engineer- ing man- agement.	108	Technip France- Abu Dhabi, Foster wheeler Energy limited, Tirumala chemicals limited, Tanfac industries.	100
4	Mr. S. Venkatraghavan (Retired w.e.f October 11, 2025)	President (Food Ingredients)	M.Sc, M.Tech , MBA	60 Yrs	14th July 2014	31 Years	Contractual	General manage- ment	95	Executive Vice President – Sales & Marketing Cabot Sanmar Ltd.	NIL
5.	Mr.S. Varadharajan	Vice President Marketing	B.Com, PGPMS (marketing)	54 Yrs	30th Apr 2010	14 Years	Contrac- tual	General Management	93	NA	435205
6.	Ms. J. Radha	Executive Vice President, Finance	B.Com, CA, 'CS (Inter)'	59 Yrs	28th Nov 2019	30 Years	Contrac- tual	General Manage- ment	90	Rane (Madras) Ltd., Chennai – Vice President – Finance and Chief Financial Officer	NIL
7.	R. Srinivasa Raghavan	President – Factory Operations	BSc, Chemistry	69 Yrs	15th July 2021	42 Years	Contrac- tual	General Manag-e ment	75	President – Deepak Phenolics	NIL
8.	Mr. Easwaran	Executive Vice President Strategy & Business Development (New Products and Projects	B.Tech and MBA, Chemical Engineering	45 Yrs	August 16th, 2023	21 Years	Contractual	General Manag-e ment	75	Sr. Vice President-Sales & Marketing – Vardhman Group	NIL
9.	Mr. B. Krishnamurthy	Executive Vice President Accounts & Systems	B.Com, Chartered Accountant	71 Yrs	July 11th, 2018	46 Years	Contractual	General Manag-e ment	65	Arkema Peroxides India Pvt Ltd, CFO	Nil
10.	Mr. Viiswanathan (Resigned w.e.f September 05, 2025)	Head-Finance	Chartered Accountant	50	July 25th, 2024	26 Years	Contractual	General Manag-e ment	64	CFO of a midsized Engineering Company	NIL

Annexure D

INFORMATION AS PER Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 and forming part of the Directors' Report.

I. CONSERVATION OF ENERGY:

Your Company continues to focus on Conservation of Energy and considers it very important for efficient use of energy

Sl. No	Fuel Consumption	Units	Year Ending 2025 – 2026	Year Ending 2024 – 2025
1	Electricity			
	a) Purchased Units	KWHR	42,26,731	27,21,926
	Total Amount Paid	₹	5,09,39,623	3,23,00,827
	Rate per Unit	₹	12.05	11.87
	b) Own Generation	KWHR	13,04,731	26,79,846
	Unit / Ltr of HSD	KWHR/LTR	2.08	3.09
	Cost per Unit	₹	39.06	28.91
2	Coal: Not consumed in the process	KWHR	Nil	Nil
3	Furnace Oil			
	Total Quantity	MT	5,594	3,321
	Total Amount	₹	26,65,36,235	17,83,22,195
	Average Rate	₹	47,650	53,696
4	Other Internal Generations	KWHR	2,86,03,588	4,66,48,397
5	Consumption Per Tonne of Production			
	Electricity	KWHR	36.29	14.93
	Furnace Oil	Ltr	48.03	18.22
	Others (Diesel)	Ltr	5.38	4.75

II. Technology Absorption, Adaptation and Innovation.

Research and Development

1) Specific Areas in which R & D activities carried out by our Company.

   a. Reduction in Input use including Raw Materials, Chemicals, Energy and Water.

   b. Reduction in effluent generation from each production plant.

   c. Improving the quality of our products viz., developing process improvements for implementation in the Plant towards the above.

2) Benefits derived as a result of above effects.

   a. Improvement of yield in the plants.

   b. Improvement in quality of products.

   c. Significant Energy, Water, Chemicals Reduction in our Derivatives Plants.

3) Future plan of action.

   a. Technology development to enable higher capacity utilization, debottlenecking and lower Input use.

4) Research and Development Expenditure

	Particulars	2025-26	2024-25
a)	Capital	₹NIL	₹NIL
b)	Recurring	₹195 lacs	₹191 lacs
c)	Total	₹195 lacs	₹191 lacs
	Total R&D expenditure as a % of sales	0.14%	0.09%

5) Technology Absorption, Adaptation and Innovation:

a. Efforts in brief towards absorption, adaptation and innovation. The technologies required for better products applications and better quality have been adapted and are being developed / improved indigenously.

b. Benefits derived as a result of the above efforts.

c. Improvement in the quality of the products, increase productivity and reduced cost of production in all products.

d. Particulars of Technology imported during the last 5 Years: None.

e. Techno-commercial studies of fine chemicals

f. Food acidulants- awareness to customers, technical services to users of our products.

III. Foreign Exchange Earning and Outgo

	2025-2026	2024-25
Export earnings	12,166 lakhs	13,186 lakhs
Outgo	87,118 lakhs	95,790 lakhs

For and on behalf of the Board of Directors

R. Parthasarathy
Managing Director
(DIN :00092172)
Place: California
Date: 30th May, 2026

M. Somasundaram
Director
(DIN: 05185268)
Place: Chennai
Date: 30th May, 2026

Annexure E

Business Responsibility and Sustainability Report

I. Details of the listed entity

1	**Corporate Identity Number (CIN) of the listed entity**	L24100MH1972PLC016149
2	**Name of the listed entity**	THIRUMALAI CHEMICALS LIMITED
3	**Year of incorporation**	27/11/1972
4	**Registered office address**	Thirumalai House, Road No.29, Sion-East, Mumbai – 400022
5	**Corporate address**	Spic House, 5th Floor, 88, Mount Road, Guindy, Chennai – 600032
6	**E-mail**	aditya.s@thirumalaichemicals.com
7	**Telephone**	+91 22 2401 7841 / 53 / 61
8	**Website**	www.thirumalaichemicals.com
9	**Financial year for which reporting is being done**	1st April 2025 to 31st March 2026
10	**Name of the Stock Exchange(s) where shares are listed**	BSE Limited and National Stock Exchange of India Limited
11	**Paid-up Capital**	12,05,52,774
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Aditya Sharma (Company Secretary & Compliance Officer) Tel: +91 22 2401 7841 / 53 / 61 aditya.s@thirumalaichemicals.com
13	**Reporting boundary**	Standalone
14	**Name of assurance provider**	The report is not assured by an external assurance provider
15	**Type of assurance obtained**	Not applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacture of petrochemicals (excluding fertilizers and nitrogen compounds)	Manufacturing, distribution, sales and marketing of petrochemicals except fertilizers and nitrogen compounds	100

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No	Product/Service	NIC Code	% of total Turnover contributed
1	Phthalic Anhydride and Derivatives, Malic Acid, Fumaric Acid	20119	70.52

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	2	3	5

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	33

b. What is the contribution of exports as a percentage of the total turnover of the entity?

14.29%

c. A brief on types of customers

Thirumalai Chemicals Limited is a leading manufacturer of Phthalic Anhydride (PA), a versatile white crystalline compound that serves as a key raw material across multiple industrial sectors. The Company's customers primarily operate in industries such as plasticizers, resins, paints and coatings, pigments, dyes, construction materials, marine applications, transportation components, food and beverages, and pharmaceuticals.

In the plasticizer segment, PA is extensively used in the manufacture of phthalate plasticizers that enhance the flexibility and durability of plastics. These plastics are further utilized in applications including wire and cable insulation, hoses, pipes, coated fabrics, roofing membranes, and swimming pool liners.

TCL also caters to manufacturers of unsaturated polyester resins (UPR). When reinforced with glass fibers, UPR is converted into fiberglass-reinforced plastics, which are widely used in the construction, marine, and transportation sectors. Additionally, PA-based alkyd resins produced by TCL's customers are essential in the formulation of paints and lacquers for architectural, machinery, and furniture applications.The pigments and dyes industry in India constitutes another significant customer segment, with PA serving as a critical intermediate in production processes.

Beyond PA, TCL is the only manufacturer of Malic Acid in India, supplying to customers primarily in the food and beverage industry where it is used to provide sourness and flavor enhancement. The Company serves reputed global clients such as Perfetti and Symrise in this segment.

TCL also manufactures Fumaric Acid, which caters to customers in the food and pharmaceutical industries for diverse functional applications. Through its diversified product portfolio, TCL serves a broad base of industrial and consumer-focused customers across domestic and international markets.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

No	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Employees						
1	Permanent (D)	457	414	90.59%	43	9.41%
2	Other than Permanent (E)	20	18	90.00%	2	10.00%
3	Total employees (D + E)	477	432	90.57%	45	9.43%
Workers						
1	Permanent (F)	21	21	100.00%	0	0.00%
2	Other than Permanent (G)	294	260	88.44%	34	11.56%
3	Total Workers (F + G)	315	281	89.21%	34	10.79%

b. Differently abled Employees and workers:

No	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Differently Abled Employees						
1	Permanent (D)	0	0	0.00%	0	0.00%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%
3	Total differently abled employees (D + E)	0	0	0.00%	0	0.00%
Differently Abled Workers						
1	Permanent (F)	0	0	0.00%	0	0.00%
2	Other than Permanent (G)	0	0	0.00%	0	0.00%
3	Total Workers (F + G)	0	0	0.00%	0	0.00%

21. Participation/Inclusion/Representation of women

	Total(A)	No. and percentage of Females	
		No(B)	%(B/A)
Board of Directors	7	3	42.86%
Key Management Personnel	3	1	33.33%

22. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years)

	FY 2025-26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY 2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	20.66%	6.98%	19.44%	15.53%	24.44%	16.32%	14.68%	11.24%	14.37%
Permanent Workers	13.33%	0.00%	13.33%	15.38%	0.00%	15.38%	10.17%	0.00%	10.17%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures.

S. No	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ associate/ joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	TCL Intermediates Private Limited	Subsidiary of TCL	100 %	Yes
2	Optimistic Organic sdn bhd.	Subsidiary of TCL & Cheminvest	TCL - (15.8 %) & Cheminvest -(84.2 %)	Yes
3	Lapiz Europe	Subsidiary of Cheminvest	100 %	Yes
4	TCL Global BV	Subsidiary of TCL/ Holding of TCL INC.	95.43%	Yes
5	TCL INC.	Subsidiary of TCL Global BV/ Holding entity of TCLS LLC	100 %	Yes
6	TCL Specialities LLC (TCLS LLC)	Sole Member Corporation	100 %	Yes
7	Cheminvest PTE LTD	Subsidiary of TCL	100%	Yes

VI. CSR Details

24. Provide the following CSR details

i) Whether CSR is applicable as per section 135 of Companies Act, 2013 –

Yes, CSR is applicable for Thirumalai Chemicals Limited as per section 135 of Companies Act, 2013

ii) Turnover (in Rs.) – 1,35,973 lakhs

iii) Net worth (in Rs.) – 1,49,780 lakhs

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0		0	0	-
Shareholders	Yes	12	0	All Complaints were duly addressed and closed	6	0	All Complaints were duly addressed and closed
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	17	0	All Complaints were duly addressed and closed	20	0	All Complaints were duly addressed and closed
Value Chain partners	Yes	0	0		0	0	-
Other (please specify)	Yes	0	0		0	0	-

26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Health & Safety	R	As a chemical manufacturer, ensuring safety is non-negotiable. We are committed to creating a safe workplace by maintaining an accident-free environment, aiming for zero safety accidents, injuries, and incidents that could harm our workforce or the environment.	Our safety culture is built on proactive measures such as regular training, near-miss reporting, rigorous audits, and participation across all organizational levels. A strong EHS management system helps in identifying and mitigating risks early.	Negative
2	Business Ethics	R	Ethical conduct forms the cornerstone of our business operations. Our Code of Conduct defines key compliance expectations and offers clear guidance to internal stakeholders to discharge their responsibilities with integrity and accountability	TCL has instituted comprehensive policies to promote and uphold ethical conduct throughout the organization. Our Code of Conduct, along with supporting ethical guidelines, serves as a structured framework that clearly outlines expectations for responsible behaviour, integrity, and accountability among all employees and internal stakeholders. These standards are embedded into our operational culture and reinforced through regular training and awareness programs. Such initiatives are aimed at fostering a deep understanding of ethical obligations and ensuring consistent compliance at all levels of the organization	Negative

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Water Stewardship	O	Responsible water management is a key operational priority and an essential element of our environmental stewardship. We recognize the growing significance of water conservation in the chemical manufacturing sector and have committed to minimizing our water footprint through strategic initiatives. Our focus lies in implementing process optimization techniques and adopting advanced technologies that enable reduction in specific water consumption across operations. In addition, we are actively enhancing our rainwater harvesting infrastructure by increasing catchment areas to maximize rainwater capture and reduce dependence on external freshwater sources. These initiatives are aligned with our target of achieving a 10% reduction in total water consumption by 2030, with FY 2022–23 as the baseline year. Through these continuous efforts, we aim to strengthen water resilience while supporting long-term business continuity and environmental responsibility.		Positive

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Employee development	O	we view employee development as a strategic enabler for long-term growth and resilience. By continuously nurturing the skills, capabilities, and potential of our workforce, we build a team that is agile, innovative, and aligned with our organizational objectives. A focus on learning and development empowers employees to embrace new technologies, adopt best practices, and actively contribute to improving operational and sustainability outcomes. Furthermore, a well-trained and engaged workforce fosters a culture of accountability and performance, driving higher retention, increased productivity, and a stronger alignment with the company's mission and values.		Positive
5	Community support	O	Supporting the communities in which operations are based is considered a vital part of the organization's values and long-term commitments. Engaging meaningfully with local communities, NGOs, and government bodies helps in understanding specific local needs and priorities. This, in turn, enables the development of targeted initiatives that deliver shared value—benefitting both the business and the		Positive

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			community. Efforts include running skill development programs for local youth to enhance employability and reduce unemployment, while also contributing to social upliftment. In addition, the organization collaborates with charitable institutions to improve access to affordable healthcare and education. Through consistent outreach, partnerships, and social investment, strong community relationships are nurtured, helping build trust, social equity, and long-term impact.		
6	Zero waste to landfill	O	A proactive and structured approach is being adopted to manage waste sustainably, with a strong focus on reducing waste generation at the source. Process optimization and cleaner production technologies are being implemented to recover, reuse, and convert waste streams—such as gases, liquids, and solids—into high-value saleable products and by-products. These efforts significantly reduce reliance on landfills while improving overall material efficiency. The organization continues to enhance recovery systems, explore new recycling opportunities, and strengthen internal practices such as		Positive

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			waste segregation and tracking. These initiatives, combined with employee awareness and process improvements, support the long-term goal of minimizing waste disposal and aligning with environmental best practices		
7	Carbon footprint	R	Efforts to mitigate climate change are being actively pursued through continuous improvements in energy efficiency and a shift towards cleaner fuel sources. A major step has been the transition from Furnace Oil (FO) to Piped Natural Gas (PNG), which has contributed significantly to lowering direct emissions. Over the years, operational processes have been optimized to reduce specific energy consumption, making the manufacturing systems among the most energy-efficient in the industry. Building on this momentum, plans are also underway to explore and integrate renewable energy solutions in the coming years, further supporting long-term decarbonization goals. These actions reflect a strong commitment to minimizing the carbon footprint and aligning with evolving environmental standards and expectations.	A strategic three-pronged approach has been adopted to reduce energy consumption and associated GHG emissions. First, energy recovery systems are deployed to capture waste heat, improving overall energy utilization. Second, operational processes are continuously optimized for enhanced energy efficiency, ensuring minimal energy wastage. Third, a strong internal culture of innovation is fostered, encouraging employees to develop and implement ideas that lead to further reductions in energy usage.	Negative

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Corporate governance	R	The Board of Directors plays a pivotal role in setting the strategic direction and establishing policies that guide the organization's operations. It provides comprehensive oversight and ensures effective supervision of the management team. The Board, along with its committees, conducts regular reviews of policy implementation, monitors adherence to governance principles, and offers necessary support to the executive leadership. Through a strong focus on ethical governance, robust risk management frameworks, and efficient business processes, the organization maintains transparency, accountability, and long-term value creation.	Adhering to evolving social norms and regulatory expectations is not merely a compliance requirement but a core element of our long-term sustainability. These principles are deeply embedded in our organizational culture, and we actively engage with our employees to ensure they understand and operate within this ethical framework. This commitment has helped us build a strong reputation as a responsible employer, reliable business partner, and valued community stakeholder. Both the Board of Directors and the management team remain steadfast in fostering a culture of integrity, accountability, and transparency across all levels of the organization.	Negative
9	Regulatory issues & Compliance	R	The organization's policies and practices are firmly aligned with ethical standards, legal obligations, and sustainability principles. We are committed to maintaining this alignment while continuing to remain competitive in the marketplace. By placing a strong emphasis on regulatory compliance and ethical conduct, we contribute meaningfully to societal and environmental well-being, while also	The company maintains strict adherence to all applicable regulations and compliance requirements, embedding these principles into its organizational culture and daily operations. Comprehensive systems and processes have been put in place to continuously monitor and ensure conformity with relevant laws, standards, and guidelines. This proactive compliance framework enables	Negative

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			strengthening our long-term business resilience and reputation as a responsible and trustworthy enterprise.	ethical operations, effective risk mitigation, and reinforces our unwavering commitment to operating within the legal and regulatory landscape across all facets of the business.	
10	Product safety & Quality	R	Ensuring product safety and delivering high-quality outputs remain top priorities, with a clear focus on consistently meeting and exceeding customer expectations. Our commitment to maintaining rigorous quality standards is central to fostering customer trust and satisfaction.	We actively engage with customers through regular communication and feedback mechanisms, enabling us to understand their evolving needs and continuously improve our products and services to meet their expectations effectively.	Negative

SECTION B- MANAGEMENT AND PROCESS DISCLOSURES

Policy and management processes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. c. Web Link of the Policies, if available	https://thirumalaichemicals.com/compliance-policies/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SMETA (ethical trade audits), Responsible Care, Company Code of Conduct, Whistleblower Policy	FSSC 22000 (equivalent to GFSI), HACCP, ISO 9001, ISO 9004, Halal & Kosher Certifications, Responsible Care	SMETA (social responsibility), Responsible Care, Internal HR and HSE Policies	SMETA, Stakeholder engagement processes, CSR programs	SMETA, Whistleblower Mechanism, Code of Conduct, Equal Opportunity Policy	ISO 14001 (Environmental Management), ISO 50001 (Energy Management), Responsible Care	Responsible Care, Adherence to national regulatory engagement norms	CSR Policy, Community Development Initiatives, SMETA	FSSC 22000, HACCP, ISO 9001, ISO 9004, Customer Feedback & Grievance Redressal System
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Strengthen transparency in financial and non-financial disclosures with a target of zero regulatory violations and robust compliance monitoring systems.	Continue adherence to global product quality and safety standards such as REACH, FSSC 22000, HACCP, and related certifications, while enhancing responsible sourcing and sustainable manufacturing practices.	Achieve zero workplace accidents and progress toward a 100% digitally enabled workforce by 2030, alongside enhanced employee engagement and capability-building initiatives.	Foster inclusive stakeholder engagement, including customers, employees, and communities, and further strengthen grievance redressal mechanisms.	Maintain zero tolerance for human rights violations across operations and the value chain by embedding due diligence into policies and risk frameworks.	Achieve a 25% reduction in GHG emissions, 10% reduction in water consumption, and 10% reduction in industrial waste generation by 2030 (against defined baselines)	Engage constructively in industry forums such as ICC and Responsible Care platforms to advocate responsible and sustainable business practices.	Invest in community development initiatives focused on natural resource conservation, education, healthcare access, and youth skill development.	Sustain high customer satisfaction levels through strong quality assurance, traceability, compliance, and structured feedback mechanisms.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company maintained full regulatory compliance with no significant violations reported during the year. Ongoing ethics training and structured compliance tracking reinforced governance standards.	All key certifications including FSSC 22000, HACCP, ISO 9001, Kosher, Halal, and REACH compliance were successfully retained, with periodic audits ensuring continued alignment with global benchmarks.	Continued focus on workplace safety resulted in no major incidents during the year. Digital transformation initiatives advanced further toward achieving the 2030 digital workforce goal.	CSR and stakeholder engagement programs were actively implemented, particularly in skill development, healthcare access, and education, strengthening community relationships.	The zero-tolerance approach to human rights was upheld with no reported incidents. Awareness programs and grievance mechanisms remained operational and effective.	Transition from Furnace Oil to Piped Natural Gas (PNG) significantly reduced GHG emissions and particulate matter. Installation of Air-Cooled Condensers lowered water consumption in cooling operations. Approximately 16,839 KL of rainwater was harvested and reused. Reuse of plastic packaging materials supported waste reduction and circularity objectives.	Active participation continued in ICC and Responsible Care forums, contributing to policy discussions on sustainability and safety.	CSR investments supported local employment, infrastructure, education, healthcare, and natural resource conservation initiatives.	Customer satisfaction remained strong, with structured feedback systems in place. No major product quality or safety concerns were reported during the year.

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	I am pleased to present the Business Responsibility and Sustainability Report of Thirumalai Chemicals Limited for the financial year 2025–26. This report reaffirms our continued commitment to responsible business conduct and sustainable value creation for all our stakeholders. At Thirumalai Chemicals Limited, sustainability is an integral part of our corporate strategy and operational framework. We regard Environmental, Social, and Governance principles not merely as compliance requirements, but as foundational drivers that strengthen our resilience, competitiveness, and long-term growth. Our approach is centered on proactively identifying ESG risks and opportunities, embedding responsible practices across the value chain, and fostering a culture of accountability and transparency. During the year, we continued to make measurable progress across key environmental priorities. Our transition from Furnace Oil to Piped Natural Gas (PNG) has contributed to lowering greenhouse gas emissions and improving air quality parameters. We also focused on optimizing process efficiencies to reduce specific water consumption and strengthen overall resource management. In line with our circular economy focus, we enhanced waste minimization practices by promoting reuse, recycling, and value-added recovery of by-products.

	On the social front, we remained steadfast in our commitment to employee well-being, workplace safety, and talent development. We strive to cultivate a safe, inclusive, and future-ready workforce supported by continuous learning and engagement initiatives. Our community development efforts continued to focus on education, healthcare access, natural resource conservation, and skill-building programs, undertaken in collaboration with local stakeholders to ensure meaningful and sustainable impact. Governance continues to be a cornerstone of our operations. Our Board of Directors and leadership team uphold high standards of ethics, transparency, and responsible oversight. Robust internal controls, compliance frameworks, and risk management systems enable us to operate with integrity and accountability. Regular communication and training on our Code of Conduct and associated policies reinforce our commitment to ethical business practices across the organization. Looking ahead, we remain focused on advancing our ESG ambitions, including further reduction of GHG emissions, enhancement of energy efficiency, responsible resource management, and evaluation of renewable energy integration opportunities. We are continuously strengthening our data management and disclosure systems to align with SEBI's evolving BRSR requirements and stakeholder expectations. I extend my sincere appreciation to our employees, customers, shareholders, partners, and communities for their continued trust and support. Together, we will continue to drive responsible growth and create enduring value through sustainable and ethical business practices. Warm regards, **Mrs. Ramya Bharathram** Managing Director & CFO Thirumalai Chemicals Limited
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Sanjay Sinha Designation: CEO
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	ESG committee is constituted for handling sustainability related matters and chaired by Mr. Sanjay Sinha. This committee will provide report to the board on these aspects.

10. Details of Review of NGRBCs by the Company: Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Managing Director	Risk Management Committee	Nomination & Remuneration Committee	Corporate Social Responsibility Committee	Nomination & Remuneration Committee	Risk Management Committee	Strategy Review Committee	Corporate Social Responsibility Committee	Business Review Committee
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Audit Committee	Risk Management Committee	Nomination & Remuneration Committee	Corporate Social Responsibility Committee	Nomination & Remuneration Committee	Risk Management Committee	Audit Committee	Corporate Social Responsibility Committee	Business Review Committee

Subject for Review	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Annually	Annually	Annually	Annually	Annually	Quarterly	Annually	Annually	Half Yearly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Annually	Annually	Annually	Annually	Annually	Quarterly	Annually	Annually	Half Yearly

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

S. no	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	No	Yes	Yes	No	No	Yes	No	No	No

Remarks: Policies are verified and audited by Bureau Veritas as part of external audits for compliance and validation.

12. If answer to question (1) above is No i.e. not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of directors	2	Code of Conduct, Corporate Social Responsibility (CSR) Enhanced understanding of ethical business practices and social responsibility initiatives, strengthening governance and accountability at the board level.	70.00%
Key Managerial personnel	2	Risk Management & Regulatory Compliance Improved awareness of enterprise risk management practices and regulatory requirements, supporting effective compliance and operational governance.	100.00%
Employees other than BoD and KMPs	15	Mindfulness Awareness Program Awareness on employee Well-being. The training helped create a healthier, more focused, and productive workplace environment.	67.83%
Workers	5	Mindfulness Awareness Program Awareness on employee Well-being. The training helped create a healthier, more focused, and productive workplace environment.	100.00%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary

Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-		-	-
Settlement	-	-		-	-
Compounding fee	-	-		-	-

Non-Monetary

Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

S. No.	Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
1	NA	NA

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes. Our Company maintains a comprehensive Anti-Bribery and Anti-Corruption Policy that underscores our strong commitment to ethical conduct and integrity across all business activities. The policy establishes clear principles, procedures, and controls aimed at preventing bribery and corrupt practices, while ensuring full compliance with applicable laws and regulatory requirements.Through regular training programs, systematic monitoring mechanisms, and strict enforcement protocols, we promote a culture of transparency, accountability, and fairness. This structured approach strengthens internal governance and reinforces the trust and confidence of our stakeholders.

Remarks: https://thirumalaichemicals.com/wp-content/uploads/2023/05/ANTI-BRIBERY-AND-ANTI-CORRUPTION-POLICY.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Category	Current Financial Year	Previous Financial Year
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. **Details of complaints with regard to conflict of interest:**

Category	Current Financial Year		Previous Financial Year	
	Number - FY 2025-26	Remarks - FY 2025-26	Number - FY 2024-25	Remarks - FY 2024-25
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Nil	0	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Nil	0	Nil

7. **Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

There were no complaints/ cases on corruption and conflict of interest For FY 2025-26 and FY2024-25

8. **Number of days of accounts payables ((Accounts payable × 365) / Cost of goods/services procured) in the following format:**

Particulars	Current Financial Year	Previous Financial Year
Number of days of accounts payables	59.20	85.75

9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	2.18%	1.59%
	b. Number of trading houses where purchases are made from	191	8
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	66.33%	100.00%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	16.88%	-
	b. Number of dealers / distributors to whom sales are made	107	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	74.58%	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.77%	0.17%
	b. Sales (Sales to related parties / Total Sales)	47.19%	14.91%
	c. Loans & advances (to related parties / total loans & advances)	100.00%	100.00%
	d. Investments (in related parties / total investments)	99.98%	99.98%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

S. No.	Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	2	Occupational Health & Safety Protocols for contract workers, logistics staff, and site visitors.	97.59%
2	2	Safe Material Handling and Loading Practices for logistics partners.	97.59%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, we maintain a comprehensive Code of Conduct that forms the cornerstone of ethical and transparent business practices across the organization. The Code clearly outlines the standards of behavior expected from all employees and stakeholders, emphasizing integrity, honesty, fairness, and mutual respect in every interaction. By consistently upholding these principles, we strengthen stakeholder trust, enhance organizational credibility, and reaffirm our commitment to accountability and responsible business conduct.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Particulars	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	0.00%	0.00%	-
Capex	4.99%	9.37%	Key initiatives included wastewater treatment and water recovery enhancement through ETP RO membrane upgrades, DM and RO membrane replacements for improved process performance, installation of a separate cooling tank and filtration system to increase yield and reduce hazardous waste, and steam condensate recovery systems to improve energy and resource efficiency.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Yes, the company has embraced Responsible Care Guidelines and SEDEX Members Ethical Trade Audit (SMETA) Best Practice Guidance to ensure sustainable sourcing. By sourcing raw materials in bulk, the company minimizes road transportation over long distances, effectively reducing its carbon footprint.

   b. **If yes, what percentage of inputs were sourced sustainably?**

   Yes. Approximately 88% of raw material, packing material, and process chemical suppliers were identified as having recognized quality, environmental, occupational health & safety, or MSME-related compliance certifications.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life for the following:**

Category	Description
(a) Plastics (including packaging)	We are strengthening our efforts to monitor and enhance the reuse of packaging materials within our operations. Plastic packaging materials are systematically managed to promote reuse wherever feasible. Any remaining plastic waste is disposed of through authorized pre-processors and recyclers in full compliance with the Plastic Waste Management Rules and our obligations under the Extended Producer Responsibility (EPR) framework.
(b) E-waste	-
(c) Hazardous waste	Hazardous wastes generated during manufacturing operations are stored, handled, and transported in strict compliance with the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. Such wastes are disposed of only through authorized Treatment, Storage, and Disposal Facilities (TSDFs). Regular training, internal audits, and robust documentation practices are maintained to ensure regulatory compliance and minimize environmental risks.
(d) Other waste	Our core products—Phthalic Anhydride, Malic Acid, and Fumaric Acid—are chemical intermediates that are fully utilized in downstream manufacturing processes, including plasticizers, resins, pigments, dyes, food additives, and beverages. As these products are consumed as inputs in further production, there is no direct end-of-life product waste generated by the Company for recovery, reuse, or recycling.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes, the waste collection and disposal practices undertaken by TCL are aligned with the Extended Producer Responsibility (EPR) plans submitted to the respective State Pollution Control Boards (SPCBs) and the Central Pollution Control Board (CPCB). The Company is duly registered under the EPR framework as a Brand Owner and importer and ensures compliance with all applicable regulatory requirements.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

S. No.	NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
1	20119	Phthalic Anhydride	100%	Cradle to Gate	Yes	No
2	20119	Malic Acid	100%	Cradle to Gate	Yes	No
3	20119	Fumaric Acid	100%	Cradle to Gate	Yes	No
4	20119	Di-ethyl Phthalate	100%	Cradle to Gate	Yes	No

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

S. No.	Name of Product / Service	Description of the risk / concern	Action Taken
1	Phthalic Anhydride - Cradle to gate	-	-
2	Malic Acid - Cradle to gate	-	-
3	Fumaric Acid - Cradle to gate	-	-
4	Di-ethyl Phthalate	-	-

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

S. No.	Indicate input material	Recycled or re-used input material to total material	
		FY 2025-26	FY 2024-25
1	Plastic packaging	8.72%	4.61%

4. **Of the products and packaging reclaimed at end of life of products, disclose the amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2025-26			FY 2024-25		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	9554	0	0	6919	0	0
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

S. No.	Indicate product category	Action Taken
1	Packaging Material	8.72% (plastic packaging bags reused; product not reclaimed)

Remarks: Not Applicable, since all our chemicals are used as consumables for the manufacturing of other products. There is no product reclamation at the end of product life.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	414	414	100.00%	414	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	43	42	97.67%	42	97.67%	42	97.67%	0	0.00%	0	0.00%
Total	**457**	**456**	**99.78%**	**456**	**99.78%**	**42**	**97.67%**	**0**	**0.00%**	**0**	**0.00%**
Other than permanent Employees											
Male	18	18	100.00%	18	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	2	2	100.00%	2	100.00%	2	100.00%	0	0.00%	0	0.00%
Total	**20**	**20**	**100.00%**	**20**	**100.00%**	**2**	**100.00%**	**0**	**0.00%**	**0**	**0.00%**

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	21	21	100.00%	21	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	**21**	**21**	**100.00%**	**21**	**100.00%**	**0**	**0**	**0**	**0.00%**	**0**	**0.00%**
Other than permanent Employees											
Male	260	260	100.00%	260	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	34	34	100.00%	34	100.00%	34	100.00%	0	0.00%	0	0.00%
Total	**294**	**294**	**100.00%**	**294**	**100.00%**	**34**	**100.00%**	**0**	**0.00%**	**0**	**0.00%**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Particulars	Current Financial Year	Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	0.72%	0.45%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	No. of employees covered as a % of total employees. (CY)	No. of workers covered as a % of total workers. (CY)	Deducted and deposited with the authority (Y/N/N.A.). (CY)	No. of employees covered as a % of total employees. (PY)	No. of workers covered as a % of total workers. (PY)	Deducted and deposited with the authority (Y/N/N.A.). (PY)
PF	100.00%	100.00%	y	100.00%	100.00%	Y
Gratuity	100.00%	100.00%	y	100.00%	100.00%	Y
ESI	100.00%	100.00%	y	100.00%	100.00%	Y
Others – please specify	0.00%	0.00%	NA	0.00%	0.00%	NA

3. Are the premises / offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Some of our premises and offices are currently not fully accessible to differently abled employees and workers. However, the organization remains committed to building an inclusive work environment and is taking steps to enhance accessibility in line with the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes.The Company upholds a strong Equal Opportunity Policy that forms the foundation of our organizational values. We are committed to creating a workplace where all individuals are treated with dignity, respect, and fairness — irrespective of their background, identity, or abilities. This policy reflects our dedication to building a diverse and inclusive environment, where every employee has the opportunity to grow and contribute meaningfully. We believe that diversity strengthens our culture, drives innovation, and supports our collective success. Weblink: https://thirumalaichemicals.com/wp-content/uploads/2023/05/EQUAL-EMPLOYMENT-OPPORTUNITY-POLICY.pdf

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100.00%	100.00%	NA	NA
Total	100.00%	100.00%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, permanent workers have access to a structured grievance redressal mechanism. Concerns can be raised confidentially through suggestion boxes or directly by contacting the HR department or designated personnel via email or phone.
Other than Permanent Workers	Yes, non-permanent workers are provided access to the same grievance redressal channels. They may submit concerns anonymously through suggestion boxes or directly approach the HR department or designated grievance handlers via email or phone, ensuring equal access and fair treatment.
Permanent Employees	Yes, permanent employees have access to a comprehensive grievance redressal framework. Grievances may be submitted through the Wallet HR Portal and TCL Intranet Portal. Employees may also reach out via email or phone to the HR department or designated officers. A defined escalation matrix is in place, allowing concerns to be elevated from the Human Rights Officer to the Factory Manager, Site Head, and ultimately to the CEO & Managing Director, ensuring transparency and timely resolution.
Other than Permanent Employees	Yes, non-permanent employees can access the same grievance mechanisms. They may utilize the Wallet HR platform, TCL intranet, email, phone, or suggestion boxes for anonymous submissions. All grievances are addressed through the same structured and equitable resolution process, ensuring fairness and transparency across the organization.

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No.of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	457	0	0.00%	509	0	0.00%
Male	414	0	0.00%	466	0	0.00%
Female	43	0	0.00%	43	0	0.00%
Total Permanent Workers	21	0	0.00%	24	0	0.00%
Male	21	0	0.00%	24	0	0.00%
Female	0	0	0.00%	0	0	0.00%

8. **Details of training given to employees and workers:**

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	432	290	67.13%	370	85.65%	497	328	66.00%	410	82.49%
Female	45	31	68.89%	38	84.44%	45	30	66.67%	38	84.44%
Total	**477**	**321**	**67.30%**	**408**	**85.53%**	**542**	**358**	**66.05%**	**448**	**82.66%**
Workers										
Male	281	15	5.34%	17	6.05%	400	17	4.25%	19	4.75%
Female	34	0	0.00%	0	0.00%	34	0	0.00%	0	0.00%
Total	**315**	**15**	**4.76%**	**17**	**5.40%**	**434**	**17**	**3.92%**	**19**	**4.38%**

9. **Details of performance and career development reviews of employees and workers:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	%(D / C)
Employees						
Male	432	331	76.62%	497	343	69.01%
Female	45	30	66.67%	45	25	55.56%
Total	**477**	**361**	**75.68%**	**542**	**368**	**67.90%**
Workers						
Male	281	21	7.47%	400	24	6.00%
Female	34	0	0.00%	34	0	0.00%
Total	**315**	**21**	**6.67%**	**434**	**24**	5.53%

10. a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes. TCL prioritizes the health, safety, and well-being of all individuals associated with its operations. A comprehensive Occupational Health and Safety (OHS) Management System has been implemented, ensuring full coverage across all facilities. Our safety framework extends to employees, contract workers, and vendors visiting our sites, with well-defined protocols designed to maintain a safe and incident-free working environment.Further reinforcing our commitment to international best practices, four of our sites are certified under ISO 45001, demonstrating adherence to globally recognized occupational health and safety standards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

TCL adopts a structured and proactive approach to identifying and assessing work-related hazards across its operations. Hazard Identification and Risk Assessment (HIRA) is systematically carried out at all plants to proactively identify potential workplace hazards and evaluate associated risks. A department-wise HIRA register is maintained, with hazard identification undertaken by workers, supervisors, and engineers. These assessments are reviewed by Section Heads and Department Heads to determine the severity of risks and implement appropriate control measures. In addition, Job Safety Analysis (JSA) is conducted for specific tasks by breaking them down into sequential steps, identifying potential hazards at each stage, and defining preventive measures. Employees are trained on these controls to ensure that safety protocols are effectively integrated into routine activities. A structured Work Permit system is also implemented, particularly for hazardous or non-routine maintenance jobs. This ensures proper authorization, risk evaluation, and coordination between process and maintenance teams before commencement of work. Furthermore, regular internal reviews and third-party safety audits are conducted to evaluate operational risks across routine and non-routine activities. Audit observations are reviewed by management to ensure timely corrective actions and to drive continuous improvement in occupational health and safety performance.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, a digital Safety Portal is available for all employees to report work-related hazards, including Unsafe Acts and Unsafe Conditions. Each employee is provided with a unique login ID to access the portal. Once reported, the concerns are flagged to the respective Section Heads and Department Heads, who initiate appropriate corrective actions. Closure of actions is also documented within the portal. Additionally, the portal facilitates sharing of safety observations, incident learnings, and case studies, helping build a strong safety culture.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, employees and workers are provided access to non-occupational medical and healthcare services. Regular eye screenings and annual health check-ups are organized to monitor general health and lifestyle-related conditions. For other non-occupational ailments, employees are referred to the Thirumalai Mission Hospital, run under the charitable arm of Thirumalai Group. Counselling and follow-ups are also provided as part of the preventive healthcare initiatives.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00	0.00
	Workers	0.00	0.00
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0
Number of Permanent Disabilities	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company follows an integrated and proactive approach to maintaining a safe and healthy workplace. Regular training programs, toolbox talks, and Environment, Health & Safety (EHS) awareness sessions are conducted to strengthen employee understanding of safe work practices. Practical exposure is supported through interactive learning tools such as the safety park, which enhances on-ground safety awareness. Observances such as Environment Day and Safety Week further reinforce a strong culture of responsibility, while structured reward and recognition initiatives promote consistent adherence to safety standards.

To systematically monitor and mitigate risks, the Company conducts cross-functional and electrical safety audits at defined intervals. Core safety frameworks including Process Safety Management (PSM), Job Safety Analysis (JSA), and Hazard Identification and Risk Assessment (HIRA) are embedded across operations. Hazard and Operability (HAZOP) studies are undertaken wherever applicable to evaluate process-related risks. Employee engagement is also encouraged through sustainability-driven initiatives such as tree plantation programs, fostering a broader sense of environmental stewardship alongside workplace safety.

13. Number of Complaints on the following made by employees and workers:

Category	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00%
Working Conditions	100.00%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There are no critical observations generated from Health Safety, working conditions assessments by the entity, authorities or third parties impacting operations.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Employees - Yes

Workers - Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has established safeguards and control mechanisms to verify that value chain partners have duly deducted and deposited statutory dues, wherever applicable.

3. Provide the number of employees or workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in EI-11 above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

In select cases, TCL extends continued engagement opportunities to retired individuals by offering them roles as consultants, based on organizational requirements. This helps retain valuable experience while supporting a smooth transition post-retirement.

5. **Details on assessment of value chain partners:**

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	91.74%
Working Conditions	89.78%

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

None

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

The entity follows a structured framework to identify and prioritize key stakeholder groups, considering individuals, groups, or institutions that either contribute significantly to the value chain or are impacted by its operations. Thirumalai Chemicals has comprehensively mapped both internal and external stakeholders, including investors, employees, customers, suppliers, regulatory authorities, trade unions, and local communities. Engagement with these stakeholders is carried out through both formal and informal channels, facilitating continuous dialogue, timely feedback, and proactive addressing of concerns to ensure alignment with stakeholder expectations and organizational objectives.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication ((Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement
1	Investors / Shareholders	No	Email Communications, Company Website, Annual General Meetings, Stock Exchange Filings.	Need based	To ensure transparent, timely, and consistent communication on the Company's performance, strategic direction, and governance practices. The engagement aims to provide shareholders with updates on financial results, material developments, risk outlook, and long-term value creation initiatives. It also serves as a platform to understand investor expectations, address queries or grievances, and build trust through disclosures that align with statutory and voluntary reporting frameworks.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication ((Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement
2	Customer	No	Customer service support, customer satisfaction survey, feedback channels	On a regular basis	To gather insights through customer feedback mechanisms in order to assess satisfaction levels, improve product and service quality, and strengthen long-term relationships. The engagement also focuses on promptly addressing customer queries, concerns, and service-related issues, thereby enhancing the overall customer experience and reinforcing the company's commitment to customer-centricity.
3	Employees	No	Intranet Portal, Functional and cross-functional committees, Leader's talk, Regular Employee Communication Forums	On a regular basis	1) Employee benefits 2) Equal opportunities 3) Recognition 4) Learning and development 5) Safety and well-being 6) Performance review and career development 7) Business update
4	Suppliers and Vendors	No	Supplier and Vendor meets , Face-to-face and electronic correspondence, Supplier Audits	Annually	The engagement focuses on resolving queries, assessing supplier performance through continuous feedback mechanisms.
5	Community	No	Community surveys and consultations, CSR initiatives, Volunteering activities, Community events	Monthly	To support inclusive community development through various outreach and CSR initiatives, and to provide effective channels for addressing community concerns and grievances, ensuring transparent and responsive engagement.
6	Regulatory And government bodies	No	Annual reports, Making representations whenever needed, Formal dialogues.	On a need basis	Engagement with relevant authorities for policy advocacy, including active participation in discussions and consultations on regulatory developments, and providing inputs for formulation or amendment of policies impacting our industry and operations.

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   Our stakeholder consultation process is guided by our Stakeholder Engagement Policy, which establishes a structured framework for meaningful and responsible engagement. We are committed to maintaining open, transparent, and ongoing communication channels to ensure that stakeholder perspectives are acknowledged and considered in decision-making processes. Key economic, environmental, and social matters emerging from these interactions are systematically identified, assessed, and escalated through appropriate internal governance structures. This approach enables timely feedback, supports collaborative resolution of concerns, and strengthens responsiveness across the organization. Through continuous engagement, we strive to create shared value and advance sustainable outcomes that are aligned with stakeholder expectations and our long-term strategic objectives.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes Stakeholder consultations play a key role in shaping environmental and social initiatives. Based on feedback from customers, TCL has initiated measures to reuse plastic packaging bags used for packaging of our products. This practice reduces plastic waste generation and promotes circular use of materials. These inputs have been integrated into TCL's operational practices, supporting the company's long-term sustainability goals related to resource efficiency, waste minimization, and responsible packaging.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   We engage with vulnerable and marginalized stakeholder groups primarily through our Corporate Social Responsibility (CSR) initiatives, ensuring that our outreach efforts are inclusive and community-focused. These engagements encourage open dialogue, ongoing feedback, and active participation from community members. Inputs, suggestions, and concerns received from these groups are duly considered during the planning and execution of CSR programs to ensure that interventions are need-based, relevant, and impactful. This participatory approach enables us to better understand and address specific community requirements, thereby supporting social inclusion and sustainable development. During the reporting period, no specific concerns were formally raised by these stakeholder groups.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	%(B / A)	Total(C)	No. of employees / workers covered (D)	%(D / C)
Employees						
Permanent	457	425	93.00%	509	480	94.30%
Other than permanent	20	18	90.00%	33	30	90.91%
Total Employees	**477**	**443**	**92.87%**	**542**	**510**	**94.10%**
Workers						
Permanent	21	21	100.00%	24	24	100.00%
Other than permanent	294	294	100.00%	410	410	100.00%
Total Workers	**315**	**315**	**100.00%**	**434**	**434**	100.00%

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	%(C / A)		No.(E)	% (E / D)	No.(F)	% (F / D)
Employees										
Permanent	457	38	8.32%	419	91.68%	509	45	8.84%	464	91.16%
Male	414	37	8.94%	377	91.06%	466	44	9.44%	422	90.56%
Female	43	1	2.33%	42	97.67%	43	1	2.33%	42	97.67%
Other than Permanent	20	0	0.00%	20	100.00%	33	0	0.00%	33	100.00%
Male	18	0	0.00%	18	100.00%	31	0	0.00%	31	100.00%
Female	2	0	0.00%	2	100.00%	2	0	0.00%	2	100.00%
Workers										
Permanent	21	0	0.00%	21	100.00%	24	0	0.00%	24	100.00%
Male	21	0	0.00%	21	100.00%	24	0	0.00%	24	100.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	294	294	100.00%	0	0.00%	410	410	100.00%	0	0.00%
Male	260	260	100.00%	0	0.00%	376	376	100.00%	0	0.00%
Female	34	34	100.00%	0	0.00%	34	34	100.00%	0	0.00%

3. a. Details of remuneration/salary/wages, in the following format: Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	1	36795000	1	25590000
Key Managerial Personnel	3	38792280	1	25590000
Employees other than BoD and KMP	414	47670	43	48825
Workers	21	47682	0	0

Remarks: Mr. Pramod Kumar served as the Company Secretary (KMP) up to 17th August, and Mr. Aditya Sharma was appointed as the Company Secretary (KMP) with effect from 18th August.

b. Provide information on Gross wages paid to females by the entity, in the following format:

Particulars	Current Financial Year	Previous Financial Year
Gross wages paid to females as % of total wages	13.5%	11.5%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, Responsibility for addressing human rights-related impacts and concerns is assigned to the Head of Human Resources, who acts as the designated focal point for such matters. The Head of HR ensures that company policies, practices, and operations remain aligned with recognized human rights standards and principles. Any grievances or issues raised by employees or other stakeholders are examined and resolved through established redressal mechanisms under HR oversight. This defined governance structure promotes accountability and demonstrates the Company's commitment to upholding and integrating human rights principles across its operations.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Employees and workers have access to multiple structured and accessible channels to raise grievances, ensuring timely and effective resolution. They may directly contact the Human Resources department or designated grievance redressal personnel through official email or phone for confidential handling of concerns. In addition, the organization's HRMS portal includes an integrated grievance redressal module that enables employees to submit and track complaints digitally, promoting transparency, proper documentation, and prompt action. Suggestion boxes are placed at appropriate locations within the premises to allow individuals to raise concerns or provide feedback anonymously. A clearly defined escalation mechanism is also in place, whereby grievances can be progressively escalated through the designated Human Rights Officer, Factory Manager, and Site Head, and, where necessary, up to the CEO & Managing Director, depending on the nature and seriousness of the issue.

6. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	Nil	0	0	Nil
Discrimination at workplace	0	0	Nil	0	0	Nil
Child Labour	0	0	Nil	0	0	Nil
Forced Labour/Involuntary Labour	0	0	Nil	0	0	Nil
Wages	0	0	Nil	0	0	Nil
Other human rights related issues	0	0	Nil	0	0	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	Current Financial Year	Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0.00%	0.00%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

TCL is committed to fostering a safe, respectful, and inclusive workplace, free from discrimination, harassment, or any form of inappropriate conduct. To ensure fair and timely resolution of complaints, the Company has constituted a trained Internal Complaints Committee in accordance with applicable regulations. A comprehensive Prevention of Sexual Harassment (POSH) Policy is implemented to effectively prevent, address, and manage concerns related to workplace harassment and discrimination. Additionally, a structured Stakeholder Grievance Redressal Policy is in place to address concerns raised by employees and other stakeholders, reinforcing the Company's commitment to transparency, accountability, and ethical conduct.

Web link: https://thirumalaichemicals.com/wp-content/uploads/2023/05/POSH-POLICY.pdf Weblink:https://thirumalaichemicals.com/wp-content/uploads/2023/05/STAKEHOLDER-GRIEVANCE-REDRESSAL-POLICY.pdf

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. TCL incorporates human rights considerations through a well-established framework, reflected in its Code of Conduct, Employment and Hiring Policies, and Supplier Code of Conduct. Additionally, the Company has implemented a dedicated Business and Human Rights Policy that outlines the procedures and actions to be taken in response to any human rights violations.

Web link:https://thirumalaichemicals.com/wp-content/uploads/2023/05/BUSINESS-AND-HUMAN-RIGHTS-POLICY.pdf

10. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00%
Forced/involuntary labour	100.00%
Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No risk/concern were identified and there is no necessity for corrective action.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

As there were no human rights-related grievances or complaints reported during the period, no changes to the existing processes were required.

2. Details of the scope and coverage of any human rights due-diligence conducted.

No due diligence has been conducted.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

No. The premises are currently not accessible to disabled visitors. However, we are committed to working on improvements to make it accessible in the future.

4. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	0.00%
Discrimination at workplace	0.00%
Child labour	0.00%
Forced/involuntary labour	0.00%
Wages	0.00%
Others – please specify	0.00%

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at LI-4 above.

None.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2025-26	FY 2024-25
From renewable sources		
Total electricity consumption (A)	21141.00	16375.03
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	105115.00	166247.00
Total energy consumed from renewable sources (A+B+C)	126259.00	182622.03
From non-renewable sources		
Total electricity consumption (D)	18690	10864
Total fuel consumption (E)	403185	284956.5
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	421875.00	295820.50
Total energy consumed (A+B+C+D+E+F)	548131.00	478442.53
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	40.31 GJ / Million	22.23 GJ / Million

Parameter	FY 2025-26	FY 2024-25
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	832.04 GJ / Million	508.71 GJ / Million
Energy intensity in terms of physical output	4.71 GJ / MT	2.63 GJ / MT
Energy intensity (optional) – the relevant metric may be selected by the entity	4.71 / MT of Total Production Output	2.63 / MT of Total Production Output

Remarks: Our renewable energy consumption includes power generated from our owned windmill and solar installations. While the windmill generation is not directly consumed onsite, it is supplied to the grid, thereby contributing to a greener grid. Solar energy generated onsite is directly utilized, supporting our renewable energy targets and reducing our overall carbon footprint.

1. Indicate if any independent assessment/evaluation/assurance for energy has been conducted by an external agency. If Yes, provide the name of the agency:

No assessment by external agency has been conducted in the current reporting year.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable, as none of the Company's sites or facilities have been classified as Designated Consumers (DCs) under the Government of India's Perform, Achieve and Trade (PAT) Scheme.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	0.00	0.00
(ii) Groundwater	0.00	0.00
(iii) Third party water	551650.00	781030.00
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	551650.00	781030.00
Total volume of water consumption (in kilolitres)	549271.00	772218.00
Water intensity per rupee of turnover (Water consumed / turnover)	40.40 KL / Million	35.88 KL / Million
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	833.77 KL / Million	821.07 KL / Million
Water intensity in terms of physical output	4.72 KL / MT	4.24 KL / MT
Water intensity (optional) – the relevant metric may be selected by the entity. KL / MT of Total Production Output	4.72	4.24

3. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -

No assessment by external agency has been conducted in the current reporting year.

4. Provide the following details related to water discharged

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
(ii) To Groundwater	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
(iii) To Seawater		
- No treatment	0.00	0.00

Parameter	FY 2025-26	FY 2024-25
With treatment – please specify level of treatment	0.00	0.00
(iv) Sent to third-parties	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	2380.00 Primary, secondary and tertiary treatment	8812.00 Primary, secondary and tertiary treatment
(v) Others		
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
Total water discharged (in kilolitres)	**2380.00**	**8812.00**

4. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -**

No assessment by external agency has been conducted in the current reporting year.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, Out of the two manufacturing facilities operated by the Company, the Ranipet unit has been a 100% Zero Liquid Discharge (ZLD) facility. The ZLD system ensures that all wastewater is treated, recycled, and reused within the plant, with no liquid effluent discharged externally. The adequacy of the ZLD system at this facility was independently audited and certified by IIT Madras in 2021. This reflects the Company's commitment to responsible water management and environmental sustainability.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	µg/m3	180	220
SOx	µg/m3	20	20
Particulate matter (PM)	µg/m3	5.4	5.4
Persistent organic pollutants (POP)	NA	0	0
Volatile organic compounds (VOC)	µg/m3	5	5
Hazardous air pollutants (HAP)	NA	0	0
Others – please specify in the remark section	µg/m3	50	50

6. **Indicate if any independent assessment/evaluation/assurance for Air emissions has been conducted by an external agency. If Yes, provide the name of the agency:**

Yes. TNPCB- Tamil Nadu Pollution Control Board.

Remarks: Yes. Independent assessment of air emissions has been conducted by external agencies as part of regulatory compliance and environmental monitoring. In addition to Online Continuous Emission Monitoring Systems (OCEMS) installed on all stacks, monthly air emission samples are collected and analyzed by third-party agencies. These assessments are carried out by Tamil Nadu Pollution Control Board (TNPCB)–authorized laboratories and MoEF&CC-recognized third-party environmental consultants, ensuring adherence to statutory norms and credible verification of emission levels.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	TCO_2e	74585	98464
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	TCO_2e	3774.4	2160.73
Total Scope 1 and Scope 2 emission intensity per rupee of turnover	TCO_2e / rupee of turnover	5.76 TCO2e / Million	4.68 TCO2e / Million

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	TCO_2e / rupee of turnover	118.95 TCO2e / Million	106.95 TCO2e / Million
Total Scope 1 and Scope 2 emission intensity in terms of physical output	TCO_2e / rupee of turnover	0.67 TCO2e / MT	0.55 TCO2e / MT
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	TCO_2e / MT of Total Production Output	0.67	0.55

7. Indicate if any independent assessment/evaluation/assurance for GHG Emissions (Scope 1 and 2) has been conducted by an external agency. If Yes, provide the name of the agency: -

No assessment by external agency has been conducted in the current reporting year.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, the Company continues to undertake projects aimed at reducing greenhouse gas (GHG) emissions as part of its ongoing sustainability commitment. Building on last year's transition from Furnace Oil (FO) to Piped Natural Gas (PNG) for thermic fluid heaters, the Company has been focusing on optimizing operational efficiencies to maximize emission reduction benefits from this shift. The PNG transition continues to contribute to lower direct (Scope 1) emissions compared to conventional fuels. In addition, the Company is actively evaluating the feasibility of integrating renewable energy solutions and other low-carbon energy alternatives to further reduce its carbon footprint.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.00	0.00
E-waste(B)	2.65	4.85
Bio-medical waste (C)	0.12	0.10
Construction and demolition waste (D)	0.00	0.00
Battery waste (E)	0.00	0.00
Radioactive waste (F)	0.00	0.00
Other Hazardous waste.Please specify, if any. (G)	4909.27	6258.74
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	102.65	97.80
Total (A + B + C + D + E + F + G + H)	**5014.69**	**6361.49**
Waste intensity per rupee of turnover (Total Waste Generated / Revenue from operations)	**0.368 MT / Million**	**0.295 MT / Million**
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste Generated / Revenue from operations adjusted for PPP)	**7.61 MT / Million**	**6.76 MT / Million**
Waste intensity in terms of physical output (Total Waste Generated / Physical Output)	**0.043 MT / MT**	**0.034 MT / MT**
Waste intensity (optional) the relevant metric may be selected by the entity	**0.043 MT / MT of Total Production Output**	**0.034 MT / MT of Total Production Output**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste - Plastic		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Plastic Waste Recycled, Re-used and other recovery operations	**0.00**	**0.00**
Category of waste - E-Waste		
(i) Recycled	2.65	4.85

Parameter	FY 2025-26	FY 2024-25
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total E-Waste Recycled, Re-used and other recovery operations	**2.65**	**4.85**
Category of waste - Bio-medical waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Bio-medical Waste Recycled, Re-used and other recovery operations	**0.00**	**0.00**
Category of waste - Construction and demolition waste		
(i)Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Construction Waste Recycled, Re-used and other recovery operations	**0.00**	**0.00**
Category of waste - Battery waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Battery Waste Recycled, Re-used and other recovery operations	**0.00**	**0.00**
Category of waste - Radioactive waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Radioactive Waste Recycled, Re-used and other recovery operations	**0.00**	**0.00**
Category of waste - Other Hazardous waste		
(i) Recycled	7.82	8.64
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Other Hazardous Waste Recycled, Re-used and other recovery operations	**7.82**	**8.64**
Category of waste - Other Non-Hazardous waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Other Non-hazardous Waste Recycled, Re-used and other recovery operations	0.00	0.00
Total	**10.47**	**13.49**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste - Plastic		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Plastic Waste Incineration, Landfilling and other disposal operations	**0.00**	**0.00**
Category of waste - E-Waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total E-waste Waste Incineration, Landfilling and other disposal operations	**0.00**	**0.00**

Parameter	FY 2025-26	FY 2024-25
Category of waste - Bio-medical Waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0.12	0.10
Total Bio-medical Waste Incineration, Landfilling and other disposal operations	**0.12**	**0.10**
Category of waste - Construction and demolition waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Construction Waste Incineration, Landfilling and other disposal operations	**0.00**	**0.00**
Category of waste - Battery		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Battery Waste Incineration, Landfilling and Other disposal operations	**0.00**	**0.00**
Category of waste - Radioactive		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Radioactive Waste Incineration, Landfilling and Other disposal operations	**0.00**	**0.00**
Category of waste - Other Hazardous waste. Please specify, if any		
(i) Incineration	0	0
(ii) Landfilling	77.42	23.72
(iii) Other disposal operations	3814.40	5105.40
Total Other Hazardous Waste Incineration, Landfilling and Other disposal operations	**3891.820**	**5129.12**
Category of waste - Other Non-hazardous waste generated		
(i) Incineration	0	0
(ii) Landfilling	33.7300	0
(iii) Other disposal operations	68.9200	97.8000
Total Other Non-hazardous Waste Incineration, Landfilling and Other disposal operations	**102.65**	**97.80**
Total	**3994.59**	**5227.02**

9. **Indicate if any independent assessment/evaluation/assurance for Waste has been conducted by an external agency. If Yes, provide the name of the agency:**

   No assessment by external agency has been conducted in the current reporting year.

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

    Thirumalai Chemicals Limited has implemented a comprehensive and responsible waste management framework focused on minimizing environmental impact, enhancing resource efficiency, and ensuring strict regulatory compliance:

    1. The Ranipet manufacturing facility has been operating as a Zero Liquid Discharge (ZLD) unit since 2006, with all wastewater treated and fully recycled back into the process, thereby eliminating liquid effluent discharge.

2. Hazardous waste generated from operations is managed in accordance with the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, ensuring safe storage, handling, transportation, and disposal through authorized agencies.

3. The scrubber solution generated from the Phthalic Anhydride (PA) plant is effectively reused as a raw material in the production of Fumaric Acid, exemplifying a "Wealth from Waste" approach and promoting circularity within operations.

4. Air emissions from scrubbers and thermic fluid heaters are continuously monitored through Online Continuous Emission Monitoring Systems (OCEMS), which are integrated with the Tamil Nadu Pollution Control Board (TNPCB) and Central Pollution Control Board (CPCB) networks to ensure real-time compliance.

5. E-waste generated at the facility is systematically collected and disposed of through TNPCB-authorized recyclers in accordance with applicable regulations.

TCL continues to evaluate opportunities to further reduce waste generation and enhance recycling or reuse of additional waste streams, aligning with its long-term sustainability and circular economy objectives.

EI-11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	No Operations in these areas. All operations in SIPCOT and GIDC complexes earmarked for industry with valid EIA and EC's		

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

S. No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	Not applicable and all manufacturing facilities are located at Industrial estate areas.	-	-	-	-	-

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	-	-	-	-

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

(i) Name of the area

Not Applicable

(ii) Nature of operations

Not Applicable

1. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

   No assessment by external agency has been conducted in the current reporting year.

2. Please provide details of total Scope 3 emissions (MTCO2E) & its intensity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	70679.3	69737.4
Total Scope 3 emissions per rupee of turnover	5.20 TCO2e / Million	3.24 TCO2e / Million
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	0.61 TCO2e / MT	0.38 TCO2e / MT

2. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -

No independent assessment/ evaluation/assurance has been carried out by an external agency.

3. With respect to the ecologically sensitive areas reported at EI-11 above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

No ecologically sensitive areas around the unit

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	ZLD System for Wastewater Recycling	Zero Liquid Discharge system continues to operate for treating and recycling process effluent.	1,03,049 KL of water recycled during FY2025–26, reducing freshwater withdrawal and enhancing resource efficiency.
2	Plastic Packaging Material Recycling and Reuse	Utilized PP and HDPE product packaging materials efficiently through internal reuse and recycling initiatives to support resource optimization and circularity practices.	372 tons of plastic packaging material were recycled through certified recyclers in FY 2025–26, ensuring circular usage.
3	Rainwater Harvesting and Reuse	Rainwater collected from rooftops catchment areas was stored and reused within the plant for non-potable purposes.	16,839 KL of rainwater harvested and reused in FY2025–26, contributing to water conservation efforts.

5. **Does the entity have a business continuity and disaster management plan? If yes, please give details in 100 words or input web link.**

   Yes, Details: the organization maintains a Business Continuity and Disaster Management Plan to ensure swift response and minimal disruption during emergencies. The plan, led by the Safety Department Head, aligns with ISO 14001:2015 and ISO 45001 Clause 8.2. It covers emergencies like major fires, chemical leaks, structural failures, and natural disasters across all operational locations including the factory at SIPCOT, Ranipet, and terminals in Walaja Road and Royapuram. Emergency scenarios are identified, risk-assessed, and regularly tested through mock drills. Plans are reviewed annually and updated based on drill learnings and actual incident experiences to drive continuous improvement.

   https://thirumalaichemicals.com/wp-content/uploads/2023/05/BUSINESS-CONTINUITY-POLICY.pdf

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   None.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   Environmental parameters are integrated into our vendor and supplier assessment checklists, enabling preliminary evaluation of value chain partners for environmental risks. While these tools are in place, a quantified analysis of partners assessed (by value of business) has not yet been conducted. The organization acknowledges this gap and plans to systematically analyze and report the percentage of value chain partners assessed for environmental impacts in future cycles, as part of its evolving sustainability and supply chain management practices.

8. **How many Green Credits have been generated or procured?**

   a. Generated by the listed entity - 0

   b Procured by the top ten (in terms of value of purchases and sales, respectively) value chain partners - 0

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. **a. Number of affiliations with trade and industry chambers/ associations - 5**

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1	Confederation of Indian Industry	National
2	Indian Chemical Council	National
3	Chemical Industries Association	National
4	Indo American Chamber of Commerce	India, USA
5	Chemicals & Petrochemicals Manufacturers Association	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

S. No.	Name of authority	Brief of the case	Corrective action taken
1	-	-	-

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board	Web Link, if available
1	Administrative participation by company personnel in Chem Skill Development Centre (CSDC)-Established for training Chemical Engineering graduates	Through Industry associations covering ~300 graduates every year including industrial training	Yes	No board review	-
2	Promotion of sustainable chemical manufacturing	Engagement through industry associations such as CII and ICC	No	No board review	-

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

S. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	NA	NA	NA	-	-	-

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the Financial Year (In INR)
1	Not Applicable	-	-	-		

3. **Describe the mechanisms to receive and redress grievances of the community.**

A manual grievance recording system is available at the main entrance gate of each facility, enabling local community members to submit their concerns directly and accessibly.

4. **Input material sourced from suppliers (by value):**

Category	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/ small producers	4.53%	4.78%
Sourced directly from within India	67.55%	95.22%

5. **Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost. (Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)**

Location	Current Financial Year	Previous Financial Year
Rural	2.67%	2.59%
Semi-Urban	9.36%	8.43%
Urban	43.45%	43.44%
Metropolitan	11.36%	10.37%

Leadership Indicators

1. **If any Social Impact Assessments have been reported in EI-1, please provide details of actions taken to mitigate any negative social impacts identified:**

S. No.	Details of negative social impact identified	Corrective action taken
1	-	-

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount spent (In INR)
1	Not applicable	-	0

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) –**

No. The Company's supplier selection process is based on objective criteria such as market reputation, references from existing business associates, and an internal assessment of the supplier's technical capabilities and reliability. While there is no formal preferential procurement policy currently in place for marginalized or vulnerable groups, all suppliers are evaluated fairly and equally based on merit and capability.

b. From which marginalized /vulnerable groups do you procure? - Not applicable

c. What percentage of total procurement (by value) does it constitute? -

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1	Nil	-	-	-

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved.**

S. No.	Name of authority	Brief of the Case	Corrective action taken
1	None	-	-

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	THIRUMALAI CHARITY TRUST (DONATION)	51478	85%
2	Christian Medical College Vellore	960	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Upon receiving a customer complaint, it is promptly routed to the relevant plant or department for thorough investigation. A detailed root cause analysis is carried out to determine the underlying issue, followed by implementation of appropriate corrective and preventive actions. After resolution, the Company communicates the findings and actions taken to the customer, ensuring transparency, accountability, and timely closure of the complaint.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00%
Safe and responsible usage	100.00%
Recycling and/or safe disposal	100.00%

3. **Number of consumer complaints in respect of the following:**

	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	17	0	None	20	0	None

   Remarks: Quality issues were addressed and closed.

4. **Details of instances of product recalls on account of safety issues:**

Category	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls	0	0

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes. Thirumalai Chemicals Limited has implemented a comprehensive Cyber Security Policy aimed at protecting sensitive data, IT systems, and networks from potential cyber threats. The policy outlines clear guidelines and procedures to ensure the confidentiality, integrity, and availability of the Company's information assets. By prioritizing cybersecurity, TCL aims to safeguard its operations and stakeholder interests against data breaches and cyber-attacks, thereby maintaining operational integrity and stakeholder trust.

   Remarks: https://thirumalaichemicals.com/wp-content/uploads/2023/05/CYBER-SECURITY-POLICY.pdf

6. **Provide details of any corrective actions taken or underway on issues relating to any of the following: i. Advertising; ii. Delivery of essential services; iii. Cyber security and data privacy of customers; iv. Re-occurrence of instances of product recalls V. penalty / action taken by regulatory authorities on safety of products / services.**

   There have been no reported instances relating to advertising, delivery of essential services, cyber security, or data privacy of customers during the reporting period. As such, no corrective actions were required in these areas. Additionally, there were no occurrences of product recalls or penalties/actions imposed by regulatory authorities concerning the safety of the Company's products or services.

7. **Provide the following information relating to data breaches:**

   a. Number of instances of data breaches - Nil

   b. Percentage of data breaches involving personally identifiable information of customers -

      TCL maintains a robust IT infrastructure that enables accurate tracking and documentation of any potential data breach incidents. No data breaches were reported during the reporting period, reflecting the effectiveness of the Company's cybersecurity measures.

   c. Impact, if any, of the data breaches - None

Leadership Indicators

1. **Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   TCL's services and information can be accessed through the website www.thirumalaichemicals.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   To promote safe and responsible product usage, customers are provided with comprehensive product and process handling annexures. These documents outline detailed guidelines on safe storage, handling procedures, transportation precautions, and appropriate application methods. By sharing this critical information, the Company ensures that customers are well-informed about potential risks and best practices, enabling them to use the products in a manner that upholds safety standards, regulatory compliance, and operational efficiency.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services**

   In the event of potential product unavailability or disruption, customers are promptly informed through established communication channels. This ensures transparency and enables them to plan accordingly, minimizing any operational impact on their end.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes. In addition to the information mandated under applicable local regulations, TCL provides expanded product details on its labels. These include the Product Name, Batch Number, CAS Number, Date of Manufacture, Expiry Date, Supplier Information, Net and Gross Weight, specific labeling instructions, as well as relevant Hazard and Precautionary Statements. This enhanced disclosure supports greater transparency, improves traceability, and facilitates safe handling and usage by end users. No, TCL has not conducted any formal customer satisfaction survey during the reporting period related to its major products, services, or operational locations.

Annexure F

Corporate Governance Report

[as required under schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The policies and practices of your Company have consistently reflected a strong commitment to ethical conduct, regulatory compliance, and sustainability. It is our considered view that adherence to these principles can effectively coexist with maintaining competitiveness. The Company also acknowledges the critical importance of these standards in supporting sustainable growth, expanding its presence across diverse geographies, and engaging with stakeholders across multiple jurisdictions.

We as a team have a responsibility to be fair and transparent in our interactions with employees, customers, suppliers, partners, shareholders and with the communities we live and operate in.

Compliance with evolving social norms and applicable regulatory requirements is an essential prerequisite for conducting business responsibly and ensuring long-term sustainability. These principles form the foundation of our values, and we continuously engage with our employees to ensure that both individuals and teams internalize them and operate within this established framework.

This commitment has enabled us to build a strong reputation as a responsible employer, a trusted business partner, and a valued member of the community. The Board of Directors and the Management team remain steadfast in upholding and reinforcing a culture of integrity and transparency in all aspects of our business operations.

BOARD OF DIRECTORS

The Board of Directors of your Company ("Board") is responsible for determining the Company's policies and strategic direction and exercises overall supervision and control over its management. The Board, along with its committees, reviews the implementation of these strategies and provides guidance and support to the executive management team, as required. It also ensures the robust implementation of sound governance and risk management practices, as well as efficient business processes across the organization.

In the discharge of its responsibilities, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. The Board remains continually mindful of its fiduciary duty and its role as a trustee of shareholders' interests.

a) Board Composition as of March 31, 2026

1. The Board of Directors of your Company comprises of a Chairman & Managing Director, one additional Managing Director and eight Non-Executive Directors.

2. All Directors other than Mr. R. Parthasarathy, Mrs. Ramya Bharathram, Mr. Raj Kumar Kataria and Mr. P. Mohana Chandra Nair are Independent Directors.

b) Matrix setting out skills of Board of Directors:

The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board are summarized below. The lack of a mark does not mean the director does not possess that qualification or skill; rather a mark indicates a specific area of focus or expertise on which the Board relies most heavily.

*Name of Board Members	Core Skill/ expertise identified by the Board as required for the Company.																			
	Years of Experience	Technical skills – Chemical Industry	Business operations and Mgmt.	Quality & Performance Mgmt.	Reach & Development	Project Mgmt.	Risk Management	Strategic Planning	Board & Governance	Global business	Sales and marketing	Finance, Accounting, Audit	Corporate Laws and Compliances	Mergers & acquisitions	Safety Mgmt	Stakeholder Engagement	Continuous learning	Government & Gov Relations	Ethics	Human Resources Mgmt & Labour Relations
	Skill/ expertise/ competencies possessed by the Directors of the Company.																			
[1]MR. R. PARTHASARATHY	46+	✓	✓	✓	✓	✓	✓	✓	✓	✓					✓		✓	✓	✓	
[2]MR. R. SAMPATH	51+	✓	✓	✓	✓	✓	✓	✓	✓	✓					✓		✓	✓	✓	
[3]MR. RAJ KATARIA	26+		✓					✓	✓	✓		✓	✓	✓		✓	✓		✓	✓
[4]MR. ARUN RAMANATHAN	46+		✓			✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓
[5]MRS. RAMYA BHARATHRAM	26+		✓			✓	✓	✓	✓	✓	✓	✓	✓	✓			✓		✓	✓
MR. P. MOHANA CHANDRAN NAIR	36+	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓				✓		✓		✓	
MR. RAJEEV PANDIA	46+	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓				✓		✓	✓	✓	
MRS. BHAMA KRISHNAMURTHY	41+		✓			✓	✓	✓	✓	✓		✓	✓	✓		✓	✓	✓	✓	
[6]MR. ARUN ALAGAPPAN	26+		✓					✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
MR. M. SOMASUNDARAM	36+		✓				✓	✓	✓			✓	✓	✓		✓	✓		✓	✓
[7]MRS. D. SABITHA	35+		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
[8]MR. MEGHAV MEHTA	17+	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓	✓	✓

[1]Chairman & Managing Director

[2]Resigned from the Board of Directors w.e.f. close of business hours of 14th August, 2025

[3]Appointed as a Non-Executive Director w.e.f. 16th May, 2025

[4]Demitted office of Director upon completion of tenure on 21st July, 2025

[5]Managing Director

[6]Resigned from the Board of Directors w.e.f. close of business hours of 31st March, 2026

[7]Appointed as an Independent Director w.e.f 16th May, 2025

[8]Appointed as an Independent Director w.e.f. 10th June, 2025

*As per the provisions of Companies Act, 2013 the Independent Directors of the Company have registered themselves on Independent Director database and have been exempted from the proficiency self-assessment test conducted by the Indian institute of Corporate Affairs.

c) Confirmation from the Board of Directors as per Schedule V Part C (2) (i):

Pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) read with Schedule V Part C (2) (i) the Board of Directors of the Company hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified under Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are independent of the management.

d) Certificate from the Practicing Company Secretary as per Schedule V Part C (10) (i):

A certificate from a Company Secretary in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained by the Company and attached with this report.

e) Board Meetings

The Board meets regularly at quarterly intervals and holds additional meetings as and when appropriate and needed. Six meetings of the Board of Directors were held during FY 2025–26 on **May 16, 2025, June 19, 2025, August 14, 2025, October 29, 2025, November 08, 2025, and February 14, 2026.** All operational and statutorily required information was presented to the Board, and all significant events were duly reported.

The Company Secretary, in consultation with the Managing Director, drafted the agenda of the meeting(s). Agenda papers along with relevant details were circulated to all Directors, well in advance of the date of each Board meeting.

Minutes of the Board meetings were prepared by the Company Secretary with details of decisions reached, any concerns raised and any dissenting views expressed. The draft minutes were sent to all Directors within a reasonable time after each meeting for their comments before being formally signed by the Chairman of the meeting. Copies of the final version of the minutes of the Board meetings were sent to the Directors for information and record.

f) Directors Attendance Record and Directorships held:

The details of attendance of each Director at the Six Board meetings held during the financial year 2025-2026, at the last AGM and other particulars of Directorships are given below: -

Name of the Director	Attendance at		No. of Director-ships in Other Compa-nies	Name of the other Companies in which Directorship is held	Category	Board Sub-Committees (Audit Committee and Stakeholders Relationship Committee)	
	BODM	Last AGM				Member-ship	Chairman-ship
Mr. R. Parthasarathy	4	Yes	2	Listed:		-	-
				-	-		
				Others:			
				1. Jasmine Limited	Non-Executive		
				2. N. R. Swamy Investments Private Limited	Non-Executive		
Mr. R. Sampath	3	Yes	3	Listed:		NA	NA
				1. Ultramarine & Pigments Limited	Non-Executive		
				Others:			
				1. Ultramarine Specialty Chemicals Limited	Non-Executive		
				2. Ultramarine Fine Chemicals Limited	Non-Executive		
Mr. Raj Kataria	5	Yes	2	Listed:		3	1
				EIH Limited	Independent		
				Others:			
				1. Arpwood Capital Private Limited	Executive		

Name of the Director	Attendance at		No. of Directorships in Other Companies	Name of the other Companies in which Directorship is held	Category	Board Sub-Committees (Audit Committee and Stakeholders Relationship Committee)	
	BODM	Last AGM				Membership	Chairmanship
Mr. Arun Ramanathan	1	No	-	Listed:		NA	NA
				Nil			
				Others:			
				Nil			
Mrs.Ramya Bharathram	6	Yes	3	Listed:		-	-
				Others:			
				1. Jasmine Limited	Non-Executive		
				2. N. R. Swamy Investments Private Limited	Non-Executive		
				3. Indian Chemical Council	Non-Executive		
Mr. P. Mohana Chandra Nair	6	Yes		Listed:		1	-
				Nil			
				Others:			
				Nil			
Mr. Rajeev Pandia	6	Yes	2	Listed:		3	1
				1. Transpek Industry Limited	Independent		
				2. Supreme Petrochem Limited	Independent		
				Others:			
				Nil			
Mrs. Bhama Krishnamurthy	6	Yes	7	Listed:			
				1. Five-Star Business Finance Limited	Independent	7	0
				2. Just Dial Limited	Independent		
				3. Cholamandalam Investment and Finance Company Limited	Independent		
				4. Muthoot Microfin Limited	Independent		
[6]Mr. Arun Alagappan	2	Yes	5	Listed:		NA	NA
				1. LMW Limited	Independent		
				2. Nacl Industries Limited	Non-Executive		
				3. Coromandel International Limited	Whole-time		
				Others:			
				1. Southern India Chamber Of Commerce & Industry	Independent		
				2. Ambadi Investments Limited	Non-Executive		

Name of the Director	Attendance at		No. of Directorships in Other Companies	Name of the other Companies in which Directorship is held	Category	Board Sub-Committees (Audit Committee and Stakeholders Relationship Committee)	
	BODM	Last AGM				Membership	Chairmanship
Mr. M. Somasundaram	5	Yes	1	Listed:		2	1
				Nil			
				Others:			
				1. Carmel Point Investments India Private Limited	Non-Executive		
Mrs. D. Sabitha	5	Yes	1	Listed:		2	0
				Nil			
				Others:			
				1. Tcl Intermediates Private Limited	Non-Executive		
Mr. Meghav Mehta	4	Yes	9	Listed:		0	0
				1. Deepak Nitrite Limited	Non-Executive		
				Others:			
				1. Voidcoin Software Private Limited	Non-Executive		
				2. Deepak Phenolics Limited	Non-Executive		
				3. Deepak Chem Tech Limited	Whole-time		
				4. Deepak Advanced Materials Limited	Non-Executive		
				5. Hyspec Chemicals Private Limited	Non-Executive		
				6. Deepak PMC Limited	Non-Executive		
				7. Narmada Thermal Power Private Limited	Whole-time		
				8. Deepak Prime Spaces Private Limited	Non-Executive		

[1] Chairman & Managing Director

[2] Resigned from the Board of Directors w.e.f. close of business hours of 14th August, 2025

[3] Appointed as a Non-Executive Director w.e.f. 16th May, 2025

[4] Deemed office of Directors upon completion of tenure on 21st July, 2025

[5] Managing Director

[6] Resigned from the Board of Directors w.e.f. close of business hours of 31st March, 2026

[7] Appointed as an Independent Director w.e.f. 16th May, 2025

[8] Appointed as an Independent Director w.e.f. 10th June, 2025

g) Relationship among Directors:

Mr. R, Parthasarathy and Mr. R. Sampath are brothers. Mrs. Ramya Bharathram is Daughter of Mr. R. Sampath. None of the other Directors are related to each other.

h) Remuneration of Directors:

The remuneration paid to the Managing Directors is within the ceilings as per the resolutions approved by the shareholders and prescribed under the Schedule V to the Companies Act, 2013.

Details of remuneration paid to the Managing Directors during the year ended March 31, 2026 are:

Name	Position	Salary	Commission	Contribution to P.F. and other Fund	Perquisites & others (excluding actuarial valuation)	TOTAL
		₹	₹	₹	₹	₹
Mr. R. Parthasarathy	Chairman and Managing Director	3,54,00,000	Nil	13,95,000	-	3,67,95,000
Mrs. Ramya Bharathram	Managing Director	2,40,00,000	Nil	15,90,000	Nil	2,55,90,000

Sitting fees are payable to the Non-Executive Directors for attending the Board and eligible Committee meetings. The Non-Executive Directors are also paid commission on an annual basis, in such proportion as decided by the Board, and the total commission payable to such Directors did not exceed 1% of the net profits of the Company.

The sitting fees and commission paid to the Non-Executive Directors are as under:

Sitting fees and commission paid to the Non-Executive Directors

Name of the Director	Sitting fees paid (₹)	Commission paid for 2024-25 (₹)	Commission payable for 2025-26 (₹)
Mr. R. Sampath	6,15,000	13,42,965.00	1,62,187
Mr. Raj Kataria	8,40,000	4,51,907.00	2,57,816
Mr. Arun Ramanathan	3,60,000	11,67,640.00	80,669
Mr. P. Mohana Chandra Nair	-	7,29,329.00	2,09,768
Mr. Rajeev Pandia	20,25,000	15,18,290.00	4,39,359
Mrs. Bhama Krishnamurthy	15,00,000	12,55,303.00	3,43,696
Mr. Arun Alagappan	3,90,000	7,29,329.00	1,33,237
Mr. M. Somasundaram	16,95,000	8,13,760.00	4,01,094
Mrs. D. Sabitha	9,30,000	-	2,76,948
Mr. Meghav Mehta	6,60,000	-	1,95,224

i) Details of the Shares held by Non-Executive Directors as on March 31, 2026

Name of the Director	No. of Shares held
Mr. Rajeev Pandia	2,400
Mr. Raj Kataria	15,500

BOARD COMMITTEES

The Board, from time to time, delegates certain powers and authorities to its committees to ensure that the Company's management and operations are conducted efficiently, in alignment with established policies, and with due consideration to relevant expertise.

Currently, the Board has Nine Committees: The Audit Committee, the Stakeholder Relationship Committee, the Business Review Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the

Risk Management Committee, the Investment, Finance and Banking Committee, Fund Raising Committee and Project Review Committee.

A) AUDIT COMMITTEE:

The Composition of the Audit Committee of the Company meets with the requirements of Section 177 of the Companies Act, 2013 and as required under Reg. 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. M. Somasundaram	Independent Director & Chairman	7
2.	Mrs. Bhama Krishnamurthy	Independent Director	8
3.	Mr. Rajeev Pandia	Independent Director	8
4.	Mr. Raj Kataria[1]	Non-Executive Director	5
5.	Ms. D. Sabitha[2]	Independent Director	6
6.	Mr. R. Sampath[3]	Non-Executive Director	2
7.	Mr. Arun Ramanathan[4]	Independent Director	2

[1] Inducted as a Member on June 19, 2025

[2] Inducted as a Member on June 19, 2025

[3] Member of the Committee upto June 19, 2025

[4] Member of the Committee upto June 19, 2025

Eight meetings of the Audit Committee were held during the year 2025-26 on **May 15, 2025, June 19, 2025, August 14, 2025, August 23, 2025, October 29, 2025, November 07, 2025, February 13, 2026 and March 18, 2026.**

The Objectives of the Audit Committee are as follows:

- Assisting the Board in its responsibility for overseeing the processes related to the financial accounting, auditing and reporting practices of the Company and its compliances with legal and regulatory requirements, the audits of the Company's financial statements and shall, inter alia, include, the recommendation for appointment, remuneration and terms of appointment of auditors of the Company; review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties; scrutiny of inter- corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary; evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing the Company's financial reporting process.
- Reviewing the Quarterly and Annual results before it is considered by the Board of Directors, the Group Company transactions, Internal Auditors Report and the Action Taken Report thereon. Besides its regular responsibilities, your Company's Audit Committee also carried out the following specific tasks:
- Reviewing the:
  - Internal Audit plan of the Company, for inclusion in the Internal Audit reports prepared by the Group Audit and Risk Assurance Department of the Company ("GARA"), reviewing the Audit plans of external Auditors and their remuneration.
  - Performance, Constitution and Terms of Reference of the Audit Committee.

- Company's programs on Bank Charges / Commitment charges and helped to review the system to streamline and speed up collection of relevant Forms.
- Plans for Improvement of ERP system.

- Compliance with IND AS
- Implementation of Forex Policy in the Company.
- Making recommendation on the re-appointment of the external auditor as and when due.

B) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee constitutes of the following members:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Raj Kataria[1]	Non-Executive Director & Chairman	0
2.	Mr. M. Somasundaram	Independent Director	1
3.	Ms. D. Sabitha[1]	Independent Director	0
4.	Mr. PMC Nair	Non-Executive Director	1
5.	Mr. R. Sampath[2]	Non-Executive Director	1
6.	Mr. Arun Ramanathan[2]	Non-Executive Director & Chairman	1

[1] Inducted as a Member on June 19, 2025

[2] Member of the Committee upto June 19, 2025

One Meeting of the Stakeholders Relationship Committee was held during the year 2025-26 on **May 09, 2025**.

The Stakeholders Relationship Committee deals with the following matters:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Mr. R. Pramod Kumar was the Company Secretary and Compliance Officer from 28th January, 2025 till 18th August, 2025.
- Mr. Aditya Sharma is the Company Secretary and Compliance Officer w.e.f 18th August, 2025.
- Total 13 complaints were received during the financial year 2025-26. All the said grievances were addressed to the satisfaction of the investors. There is no pending complaint on the website of SEBI or with the Stock Exchanges.
- During FY-25-26, the work carried out by Stakeholders Relationship Committee includes:
- Prompt resolution of all queries/complaints from Shareholders and Investors.
- The process of share transfer was delegated to an R&T and is carried out in compliance with the Listing Regulation which will be confirmed and ratified by the Board at each subsequent meeting.
- It may be noted that that the shareholding in dematerialized mode as on March 31, 2026 was – 99.36%.

C) BUSINESS REVIEW COMMITTEE:

The Business Review Committee constitutes of the following members:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director & Chairman	5
2.	Mr. R. Sampath[1]	Director	2
3.	Mr. Arun Alagappan[2]	Independent Director	1
4.	Mr. M. Somasundaram	Independent Director	5
5.	Mr. Meghav Mehta[3]	Independent Director	3

[1] Member of the Committee upto June 19, 2025

[2] Resigned from the Board of Directors w.e.f. close of business hours of March 31, 2026

[3] Inducted as a member on 19th June, 2025

Five meetings of the Business Review Committee were conducted during 2025-26 on **April 04, 2025, May 12, 2025, August 13, 2025, October 28, 2025 and January 22, 2026.**

The objectives of the Business Review Committee are:

- Setting and approving performance goals & important details for each business unit, and overall for the Company.
- Reviewing, discussing and critiquing the Performance of all Business Units with the Management team of the Company; Reviewing performance with respect to the Budgets and Plans.
- Discussing and reviewing market & product development, working capital management, supply chain, business volatility and forecasts; reviewing the growth strategy and implementation.
- Advising and guiding the Management team on implementation, especially relating to specific issues and midterm corrections.

Besides the above matters, during FY 2025-26, the Business Review Committee specifically:

- Reviewed and recommended the upgradation of Plants
- and the Capex involved.
- Reviewed the execution plans of the ongoing projects.
- Reviewed logistics cost initiatives by the Company
- Fixed various Operational and Financial Targets for the Company.

D) NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee constitutes of the following members:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director & Chairman	4
2.	Mr. Raj Kataria[1]	Non-Executive Director	3
3.	Mr. R. Sampath[2]	Director	1
4.	Mrs. Bhama Krishnamurthy	Independent Director	4
5.	Mr. Arun Alagappan[3]	Independent Director	3

[1] Inducted as a Member on June 19, 2025

[2] Member of the Committee upto June 19, 2025

[3] Resigned from the Board of Directors w.e.f. close of business hours of March 31, 2026

During the 2025-26 period, the Nomination & Remuneration Committee held meetings on **May 14, 2025, August 13, 2025 November 20, 2025, and January 22, 2026.**

The function of the Nomination and Remuneration Committee includes:

- Identifications of persons who are qualified to become Directors and who may be appointed to Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and also recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Review and make recommendations to the Board a Company's policy and structure for remuneration of Directors and towards establishment of a formal and transparent procedure to determine such remuneration.
- Make recommendations to the Board on the remuneration packages, including benefits in kind, pension rights and compensation payments, of individual Executive Directors.

  During FY-25-26, the work carried out by the Nomination and Remuneration Committee was:

  - Reviewed the structure of the Board, and the independence of independent Non-Executive Directors.
  - Made recommendations in relation to the re-appointment of the Managing Director and retiring Director and appointment of Independent Director and Company Secretary.
  - Reviewed the remuneration policy & structure for the Directors and the Senior Management.
  - Made recommendations to the Board regarding the Directors' fee and other allowances for FY 2025-26.
  - Determining the remuneration of Senior Management.
  - Made recommendation in relation to the remuneration for the Chief Executive Officer & Executive Directors.

  Criteria for evaluation of performance of Independent Directors and the Board of Directors:

  Specific Criteria for evaluation of performance of Independent Directors are as follows:

  - Participation and contribution by a Director;
  - Commitment, including guidance provided to the Senior Management outside of Board/ Committee Meetings;
  - Effective deployment of knowledge and expertise;
  - Effective management of relationship with various stakeholders;
  - Independence of behavior and judgment.
  - Maintenance of confidentiality of critical issue

E) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee comprises of the following members

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Arun Ramanathan[1]	Independent Director & Chairman	1
2.	Mrs. Bhama Krishnamurthy	Independent Director & Chairperson	2
3.	Mr. R. Sampath[2]	Director	1
4.	Mr. R. Parthasarathy	Managing Director	1
5.	Ms. D. Sabitha[3]	Independent Director	1
6.	Mr. Meghav Mehta[4]	Independent Director	0

[1] Member of the Committee upto June 19, 2025

[2] Member of the Committee upto June 19, 2025

[3] Inducted as a Member on June 19, 2025

[4] Inducted as a member on June 19, 2025

Two meetings of the Corporate Social Responsibility Committee were conducted during 2025-26 on **May 09, 2025 and February 09, 2026.**

The Committee formulates the CSR policy to undertake social activities as specified under Schedule VII of the Companies Act, 2013 for approval of the Board. The Committee recommends spending on the approved CSR activities and monitors the spending and performance of such activities.

During FY 2025-26, based on the recommendation of the CSR Committee, your Company made a contribution of 195.90 lakhs to CSR activities.

F) RISK MANAGEMENT COMMITTEE:

The Risk Management Committee comprises of the following members:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director & Chairman	4
2.	Mrs. Bhama Krishnamurthy	Independent Director	4
3.	Mrs. Ramya Bharathram	Managing Director	4
4.	Mr. Sanjay Sinha	Chief Executive Officer	4
5.	Mr. B. Krishnamurthy	Executive Vice President Accounts & Systems	4
6.	Mr. Meghav Mehta[1]	Independent Director	2

[1] Inducted as a member on June 19, 2026

Four meetings of the Risk Management Committee were conducted during 2025-26 on **May 12, 2025, August 12, 2025, October 27, 2025 and January 21, 2026**.

The Committee has formulated a Risk Management policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business.

G) FUND RAISING COMMITTEE:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director	4
2.	Mr. M. Somasundaram	Independent Director	5
3.	Mrs. Ramya Bharathram	Managing Director	5

Five Meetings of Fund Raising Committee were conducted during 2025-26 on **April 28, 2025, May 29, 2025, June 09, 2025, August 26, 2025 and December 23, 2025**.

The Fund Raising Committee is constituted in the year 2025-26 to consider and approve the fund raising proposals for the Company.

H) PROJECT REVIEW COMMITTEE:

Members:

S. No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. M. Somasundaram	Independent Director	3
2.	Mr. Rajeev Pandia	Independent Director	3
3.	Mr. R. Parthasarathy	Managing Director	3

Three Meetings of Project Review Committee were conducted during 2025-26 on **May 21, 2025, June 23, 2025, October 11, 2025.**

The Project Review Committee is constituted in the year 2025-26 to review the implementation of projects undertaken by the Company.

Independent Directors Meeting:

During the year under review the Independent Directors met twice on May 14, 2025 and November 20, 2025 inter alia to discuss and review the performance of Non-Independent Directors, Board as a whole and Chairman of the Company and performance of the Company as whole.

Performance evaluation of Independent Director:

A detailed note is provided in the Directors report

Senior management:

The Senior management of the company is given below:

S. No	Name	Designation
1.	Mr. C.G. Sethuraman[1]	Group Chief Executive Officer - Strategic initiatives & new businesses
2.	Mr. Sanjay Sinha	Chief Executive Officer
3.	Mr. R. Pramod Kumar[2]	Company Secretary & Compliance Officer
4.	Mr. Aditya Sharma[3]	Company Secretary & Compliance Officer
5.	Mr. S. Venkatraghavan[4]	President – Food Ingredients
6.	Mr. R. Srinivasaraghavan	President – Factory Operations – Manufacturing
7.	Mr. Anand Kumar[5]	President Finance

[1] Retired w.e.f July 01, 2025

[2] Resigned w.e.f August 18, 2025

[3] Appointed w.e.f August 18,2025

[4] Retired w.e.f 11th October, 2025

[5] Appointed w.e.f 14th February, 2026

Familiarization programmes for Directors

Details of the programmes have been disclosed on the Company's website: https://thirumalaichemicals.com/wp-content/uploads/2026/02/Familiarisation-Programmes-for-IDs.pdf

Policy on Material Subsidiary

The details of the policy have been disclosed on the Company's website: https://thirumalaichemicals.com/wp-content/uploads/2023/05/MATERIAL-SUBSIDIARIES-POLICY.pdf

Policy on Related Party Transactions

The details of the policy have been disclosed on the Company's website: https://thirumalaichemicals.com/wp-content/uploads/2025/11/TCL_RPT-Policy.pdf

Dividend Distribution Policy

The details of the policy have been disclosed on the Company's website: https://thirumalaichemicals.com/wp-content/uploads/2023/05/DIVIDEND-POLICY.pdf

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 174 of the Companies Act, 2013.

d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

   i) Qualification, expertise and experience of the Directors in their respective fields;

   ii) Personal, Professional or business standing;

   iii) Diversity of the Board.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

ii. A Non-Executive Director will also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the N&R Committee;

iii. In determining the quantum of commission payable to the Directors, the N&R Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;

Managing Director/Whole-time Directors - Criteria for selection / appointment

For the purpose of selection of the Managing Director/Whole- time Directors, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director/Whole-time Directors

During the tenure, the Managing Director/Whole-time Directors shall be paid such remuneration as may be mutually agreed between them and the Company within the overall limits prescribed under the Companies Act, 2013.

In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:

a. the relationship of remuneration and performance benchmarks is clear;

b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;

c. responsibility required to be shouldered by the Managing Director/Whole-time Directors, the industry benchmarks and the current trends;

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Senior Management executives) the N&R Committee shall ensure / consider the following:

i. the relationship of remuneration and performance benchmark is clear;

ii. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individual's performance vis-à-vis Key Performance Indicator (KPI) and Key Responsibility Areas (KRA), industry benchmark and current compensation trends in the market.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

Employees are asked to report any practices or actions believed to be inappropriate and against the interest of Company or its code of conduct adopted or any other illegal acts to their immediate Manager. Report of violation can also be made directly to the Chief Executive Officer. Where appropriate, complaints may be made on a confidential basis to the Chairman of the Audit Committee / Board. The contact details are made available at the Company's website / Notice Board. All complaints received are properly investigated by the recipients and report the outcome to the Audit Committee in sealed cover for appropriate action. The Company prohibits retaliation against any employee for such complaints made in good faith, while it also protects the rights of the incriminated person.

No complaint had been registered during 2025-26. No personnel have been denied access to the Committee/ Mechanism.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details have been Disclosed in the Directors Report forming part of the Annual Report.

Statutory Auditor's remuneration:

Disclosure of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, as required by the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is Rs. 95 Lakhs

Details of material subsidiaries:

The details of material subsidiaries as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is given below:

Name of material subsidiaries	Optimistic Organic Sdn. Bhd	TCL Global BV	TCL Inc	TCL Specialties LLC	TCL Intermediaries Private Limited	Cheminvest PTE LTD
Date of incorporation	24/09/2009	08/02/2019	10/10/2018	30/05/2019	15/12/2021	26/05/2009
Place of incorporation	Malaysia	Netherlands	USA	USA	Chennai, India	Singapore
Name of the statutory auditors	PKF PLT	NA	Ventura Pranas	Ventura Pranas	Walker Chandiok & Co LLP	MGI N Rajan Associates
Date of appointment of the statutory auditors	30/09/2025	NA	12/03/2024	12/03/2024	16/09/2022	26/05/2009

GENERAL BODY MEETINGS

The Fifty Third Annual General Meeting of the Company for the Financial Year 2025-2026 has been scheduled to be held on Friday, August 07, 2026 at 5.15 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM').

I. The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
2024-2025	25/07/2025	2.30 p.m.	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Details of Special Resolution passed at the meeting:

1. Reappointment of Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director
2. Reappointment of Mrs. Bhama Krishnamurthy (DIN: 02196839) as an Independent Director
3. Appointment of Mrs. D. Sabitha (DIN: 01711282) as an Independent Director
4. Appointment of Mr. Meghav Mehta (DIN: 05229853) as an Independent Director
5. Appointment of Mr. Raj Kataria (DIN: 01960956) as a Non-Executive, Non-Independent Director
6. Appointment of Secretarial Auditors of the Company

Financial Year	Date	Time	Location
2023 -2024	24/07/2024	2.30 p.m.	Mysore Association Auditorium, Bhaudaji Road, Matunga-(C.Rly) Mumbai

Details of Special Resolution passed at the meeting:

1. Reappointment of Mrs. Ramya Bharathram (DIN: 06367352) as Managing Director
2. Reappointment of Mr. Rajeev M Pandia (DIN 00021730) as an Independent Director
3. Appointment of Mr. M. Somasundaram (DIN: 05185268) as an Independent Director

Financial Year	Date	Time	Location
2022 -2023	22/07/2023	2.30 p.m.	Mysore Association Auditorium, Bhaudaji Road, Matunga-(C.Rly) Mumbai

II. Details of Extra-Ordinary General Meeting and resolution passed

Date	Time	Location
14/07/2025	2.30 p.m.	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Details of Special Resolution passed at the meeting:

1. To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to investors
2. Approval for Creation of Pledge on the Equity Shares of TCL Intermediates Private Limited, Material Wholly Owned Subsidiary of the Company
3. To amend the Articles of Association of the Company

III. a. Details of special resolution passed through postal ballot (through e-voting):

The Company had sought the approval of the Shareholders by way of a Special Resolution through notice of postal ballot dated October 29, 2025 for the following businesses:

(i) To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to investors.

b. The persons who conducted the postal ballot exercise:

Mr. Manoj Mimani (Membership No. ACS 17083) of M/s. R.M. Mimani & Associates LLP, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

c. Details of the voting pattern and procedure of postal ballot:

Description of the Resolution	Votes in favour of the resolution			Votes against the resolution		
	No. of shareholders voted	No. of shares	% of valid votes	No. of shareho-lders voted	No. of Shares	% of valid votes
To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to investors.	209	4,45,95,980	99.99	14	3,164	0.01

IV No resolution is proposed to be conducted through postal ballot

DISCLOSURES:

The Company's internal Audit was done by a firm of Chartered Accountants. The reports submitted by the Internal Auditors on the operations and financial transactions and the Action Taken Report on the same were placed before the Audit Committee, apart from the Statutory Auditors and the Senior Management of the Company.

For every quarter, the Executive Director (Manufacturing) and Manager (Accounts) at Ranipet, made a detailed report of all statutory compliances which were placed before the Audit Committee. At the Board meeting following the Audit Committee meeting, the Company Secretary made a report confirming the statutory compliances for the said quarter.

There were no material significant transactions with the Related Parties that had any potential conflict with the interest of the Company. All details relating to the financial and commercial transactions where the Directors had a potential interest were provided to the Board, and the interested Directors neither participated in the discussion, nor did they vote on such matters.

There were no case of non-compliances by the Company, nor any cases of penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last 3 years expect the following:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	BSE Limited	Imposition of fine for late/non-compliance of Regulations 19, 20, and 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The Company received an Order dated 21-11-2024 from the exchange imposing fine for the non-compliances. The Company has filed an appeal before Securities Appellate Tribunal on 02-12- 2024 against orders passed by Stock Exchanges. The Tribunal based on the submissions of the Company has stayed orders subject to deposit of 50% of fines. The Case is ongoing.	Alleged non-compliance with constitution of nomination and remuneration committee, stakeholder relationship committee and risk management committee in September 2024 quarter	Fine amount is ₹3,25,680. The Company has deposited 50% fine of in compliance with the interim order.
2.	National Stock Exchange of India Limited	Imposition of fine for late/non-compliance of Regulations 19, 20, and 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The Company received an Order dated 21-11-2024 from the exchange imposing fine for the non-compliances. The Company has filed an appeal before Securities Appellate Tribunal on 02-12- 2024 against orders passed by Stock Exchanges. The Tribunal based on the submissions of the Company has stayed orders subject to deposit of 50% of fines. The Case is ongoing.	Alleged non-compliance with constitution of nomination and remuneration committee, stakeholder relationship committee and risk management committee. September 2024 quarter	Fine amount is ₹3,25,680. The Company has deposited 50% of fine in compliance with the interim order.

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
3.	BSE Limited	Imposition of fine for late/ non-compliance of Regulations 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	17-03-2025	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024 Company has paid the penalty amount of ₹56,000/- under protest. The previous order of the stock exchange concerning the same violation for the quarter ended September 2024 has been stayed by Securities Appellate Tribunal and the case is ongoing.
4.	National Stock Exchange of India Limited	Imposition of fine for late/ non compliance of Regulations 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	17-03-2025	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024	Company has paid the penalty amount of ₹56,000/-under protest. The previous order of the stock exchange concerning the same violation for the quarter ended September 2024 has been stayed by Securities Appellate Tribunal and the case is ongoing.

Details of utilization from the proceeds of preferential issue:

a. Preferential Issue allotted on 26.08.2025

Original Object	Modified Object, if Any	Original Allocation (Rs. In lakhs)	Modified Allocation (Rs. In lakhs)	Funds Utilized (Rs. In lakhs)	Amount Of Deviation/ Variation for The quarter To applicable object	Remarks, if any
Investment in TCL global BV for onward investment eventually into TCL Specialties LLC in the United States of America to finance capital expenditure	NIL	33,000.00	NIL	33,000.00	NIL	NIL
General Corporate Purposes	NIL	11,062.47	11,089.47	11,089.47	NIL	NIL
Issue Expenses	NIL	1,000.00	973.00	973.00	NIL	NIL

b. Preferential Issue allotted on 23.12.2025

Original Object	Modified Object, if Any	Original Allocation (Rs. In lakhs)	Modified Allocation (Rs. In lakhs)	Funds Utilized (Rs. In lakhs)	Amount Of Deviation/ Variation for The quarter To applicable object	Remarks, if any
Investment in TCL global BV for onward investment eventually into TCL Specialties LLC in the United States of America to finance capital expenditure	NIL	3599.00	3584.62	3584.62	NIL	NIL
General Corporate Purposes	NIL	2000.00	2,013.57	2,012.59	NIL	NIL
Issue Expenses	NIL	15	15.8	15.8	NIL	NIL

Note: Out of the funds received, Rs. 0.98 Lakhs is still lying as a balance in the Share Application Account and will be utilised for General Corporate Purposes.

In terms of the SEBI Listing Regulations, there have been no instances during the year under review, when the recommendations of any of the Committees were not accepted by the Board.

During the financial year ended 31st March, 2026, there were no loans or advances provided by the Company or its subsidiaries to firms/companies in which Directors are interested

CODE OF CONDUCT:

The Company has laid down the Code of Conduct for all the Board members and the Senior Management of the Company and it is available on the Company's Website.

All the Board members and the Senior Management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2026. The Managing Director has also confirmed and certified the same. The certification is annexed at the end of this Report.

RISK MANAGEMENT:

The Company has well laid down procedures to inform Board members about the risk assessment. The Company has a suitable Forex Policy including hedging to contain foreign exchange risk.

CEO /CFO CERTIFICATION:

Appropriate certification as required under Reg. 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Mr. R. Parthasarathy, Managing Director and Mrs. Ramya Bharathram, Chief Financial Officer have certified to the Board regarding the Financial Statements for the year ended March 31, 2026.

MEANS OF COMMUNICATION:

The Company has promptly reported all material information including quarterly results and press releases to the Stock Exchanges where the Company's securities are listed. The quarterly results were communicated to the shareholders by way of advertisements in an English National newspaper, usually The Economic Times, Mumbai edition and in a vernacular language newspaper, usually Maharashtra Times, Mumbai edition. The results and other updates are displayed on the Company's website at http://www.thirumalaichemicals.com

Disclosures with respect to demat suspense account/unclaimed suspense account under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I. UNCLAIMED SUSPENSE ACCOUNT

Aggregate no. of Shareholders at the beginning of the year	No. of Shares	No. of Shareholders approached for transfer of shares from suspense account	No. of shares transferred from suspense account during the year to the shareholders who approached	No. of shares transferred to IEPF	No. of shareholders whose shares were transferred to IEPF	Aggregate no. of Shareholders at the end of the year	Aggregate no. of shares at the end of the year
86	60,500	10	6330	14,670	23	53	39,500

The voting rights on the abovementioned shares shall remain frozen till the rightful owner of such shares claims the shares.

II. SUSPENSE ESCROW DEMAT ACCOUNT

Aggregate no. of Shareholders at the beginning of the year	No. of Shares	No. of Shareholders approached for transfer of shares from escrow account during the year	No. of shares transferred from escrow account during the year to the shareholders who approached	No. of shares Credited to escrow account during the year	No. of shareholders who shares were credited to the escrow account during the year	Aggregate no. of Shareholders at the end of the year	Aggregate no. of shares at the end of the year
3	4220	3	3410	820	2	2	1630

AFFIRMATION:

The provisions of Reg. 18 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable to the Company, are fully complied with. All the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disclosed in this report.

Further the Company adopted the following discretionary requirements under Reg. 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. The Board

Mr. R. Parthasarathy, Managing Director is the Chairman of the Company.

B. Shareholder Rights

The Company has not circulated a half-yearly declaration of financial performance/summary of significant events in the last six-months.

C. Modified opinion(s) in audit report

Not applicable since there is no qualification in the audit reports.

D. Separate posts of Chairperson and Chief executive officer

Same person occupied the position of Chairperson and Managing Director during the financial year.

E. Reporting of internal auditor

The Internal Auditors directly reported to the Audit Committee.

GENERAL SHAREHOLDERS INFORMATION:

1) Date, time and venue of 53rd AGM		Friday, August 07, 2026 at 5:15 pm through video conferencing
2) Dividend Payment		Company has not declared dividend for the financial year 2025-26
4) Listing on Stock Exchanges		1. BSE Ltd. (BSE), Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400-001. National Stock Exchange of India Ltd.(NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400-051.
5) Listing fees	:	Paid as per the Listing Regulations.
6) ISIN No	:	INE 338A01024.
7) BSE Stock code	:	500412
NSE Stock code	:	TIRUMALCHM
8) Corporate Identity Number (CIN)	:	L24100MH1972PLC016149
9) Registered office	:	Thirumalai House, Road No.29, Sion-East, Mumbai-400 022, India Tel: +91-22- 24018841/7861/7853/7869/7834 E-mail- info@thirumalaichemicals.com
10) Registrar & Share Transfer Agent	:	MUFG Intime India Pvt Ltd C 101, Embassy 247, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 E-mail- rnt.helpdesk@in.mpms.mufg.com Web site : www.linkintime.co.in
11) Address for Correspondence	: :	**For Registrar and Share Transfer Agent** As provided above **For Company** Mr. Aditya Sharma, Company Secretary & Compliance Officer Thirumalai Chemicals Limited Thirumalai House, Road No.29, Sion (East), Mumbai- 400 022. India Tel: +91-22-24018841/61/53. Fax: +91-22-24011799. E-mail- investorinfo@thirumalaichemicals.com
12) Share Transfer system		The Company's shares are traded in the Stock Exchange which are compulsorily in Demat mode. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders. Shareholders must dematerialize shares within 120 days of receiving a confirmation letter, or the shares will be credited to a Suspense Escrow Demat account.
13) Financial Calendar	:	Annual Result – 30.05.2026 E-Mailing of Annual Reports – By July 13, 2026 Results for the Quarter ending: June 30, 2026 - By 14th August, 2026 September 30, 2026 - By 14th Nov, 2026 December 31, 2026 - By 14th Feb, 2027 March 31, 2027 - By 30th May, 2027
14) Dematerializations of shares	:	As on 31/03/2026, - 99.36% of the Company's Share Capital representing 11,97,84,249 shares which were held in the dematerialized form.
15) Plant Location	:	i. 25-A, SIPCOT, Ranipet Ranipet District, Tamil Nadu, India Tel.: +91-4172-244441. Fax: +91-4172-244308. E-Mail: info@thirumalaichemicals.com ii. Plot No.D-2/CH/171/B, GIDC Estate, Dahej Phase-II, Tal.Vagra, Bharuch, Gujarat 392130, India Cell: +91-98423-99500 / +91-99526-08935 E-mail: info@thirumalaichemicals.com

16) Share Distribution Summary as on 31.03.2026

Sr_No	Shareholding of Nominal Value of Rs	Number of Shareholders	% of Total Shareholders	Share Amount (Rs)	% of Total Share Amount
1	1 to 500	47480	81.4129	5256613	4.3604
2	501 to 1000	4764	8.1687	3927959	3.2583
3	1001 to 2000	2676	4.5885	4116083	3.4143
4	2001 to 3000	992	1.701	2552087	2.117
5	3001 to 4000	498	0.8539	1783652	1.4796
6	4001 to 5000	464	0.7956	2205809	1.8297
7	5001 to 10000	741	1.2706	5567546	4.6183
8	10001 to 99999999999	705	1.2088	95143025	78.9223
	TOTAL :	**58320**	**100**	**120552774**	**100**

17) Categories of Shareholders as on 31.03.2026

Category	No. of shares	% of shareholding
Promoters, Directors & their Relatives	1,59,97,176	13.2699
Group companies	2,87,43,920	23.8434
Financial Institutions / Banks/ Mutual Funds/ Foreign Portfolio Investors	1,44,60,181	11.9949
Insurance companies	4,000	0.0033
NRIs	17,11,036	1.4193
Companies / Bodies corporates	77,91,750	6.4634
Central Government/ State Government(s)	200	0.0002
General Public	4,80,15,659	39.8295
Clearing members	3,25,206	0.2698
LLP	14,27,465	1.1841
Trusts	3,674	0.0030
HUFs	20,72,507	1.7192
Total	**12,05,52,774**	**100**

18) List Of Credit Ratings:

The list of all credit ratings obtained by the entity during the financial year, for all debt instruments are as follows:

i. Investment Information and Credit Rating Agency (ICRA), May 27, 2025:

The overall credit Ratings has downgraded to [ICRA] A (Negative)/[ICRA] A2+

The summary of the rating action are as follows:

Instrument	Previous rated amount (Rs. In crore)	Current rated amount (Rs. In crore)	Rating action
a. Long term-fund based-term loan	463.00	443.05	[ICRA]A (Negative); Downgraded from [ICRA]A+ (Negative)
b. Long term-fund based-working capital facilities	848.00	680.00	[ICRA]A (Negative); Downgraded from [ICRA]A+ (Negative)
c. Short term-non fund based facilities	(998.00)	(780.00)	[ICRA]A2+; Downgraded from [ICRA]A1
d. Long term / short term-unallocated limits	160.00	110.00	[ICRA]A (Negative)/[ICRA] A2+; Downgraded from [ICRA] A+(Negative)/[ICRA]A1
e. Short-term – Non fund based facilities	-	100.50	[ICRA]A2+; Downgraded from [ICRA]A1
Total	**1471.00**	**1,333.55**	

ii. ICRA, August 26, 2025:

The overall Long-term rating has downgraded, short-term rating is reaffirmed and the outlook remains negative.

The summary of the rating action are as follows:

Instrument	Previous rated amount (Rs. In crore)	Current rated amount (Rs. In crore)	Rating action
a. Long terms-fund based-term loan	463.00	443.05	[ICRA]A (Negative); Downgraded from [ICRA]A+ (Negative)
b. Long term-fund based-working capital facilities	848.00	680.00	[ICRA]A (Negative); Downgraded from [ICRA]A+ (Negative)
c. Short term-non fund based facilities	(998.00)	(780.00)	[ICRA]A2+; Downgraded from [ICRA]A1
d. Long term / short term-unallocated limits	160.00	110.00	[ICRA]A (Negative)/[ICRA] A2+; Downgraded from [ICRA] A+(Negative)/[ICRA]A1
d. Short-term – Non fund based facilities	-	100.50	[ICRA]A2+; Downgraded from [ICRA]A1
Total	**1471.00**	**1,333.55**	

iii. ICRA, November 25, 2025:

Instrument	Previous rated amount (Rs. In crore)	Current rated amount (Rs. In crore)	Rating action
a. Long terms-fund based-term loan	440.04	437.05	[ICRA]A- (Negative); reaffirmed
b. Long term-fund based-working capital facilities	605.50	480.50	[ICRA]A- (Negative); reaffirmed
c. Short term-non fund based facilities	(780.00)	(680.00)	[ICRA]A2+; reaffirmed
d. Long term / short term-unallocated limits	185.00	200.00	[ICRA]A- (Negative)/[ICRA] A2+; reaffirmed
e. Short-term – Non fund based facilities	100.00	100.00	[ICRA]A2+; reaffirmed
f. Non-convertible debentures	-	100.00	[ICRA]A- (Negative); assigned
Total	**1334.50**	**1317.55**	

iv. ICRA, January 12, 2026:

Instrument		Previous rated amount (Rs. In crore)	Current rated amount (Rs. In crore)	Rating action
a.	Long terms-fund based-term loan	437.05	437.05	[ICRA]BBB+ (Negative); downgraded from [ICRA]A-(Negative)
b.	Long term-fund based-working capital facilities	480.50	480.50	[ICRA]BBB+ (Negative); downgraded from [ICRA]A-(Negative)
c.	Short term-non fund based facilities	(680.00)	(680.00)	[ICRA]A2; downgraded from [ICRA]A2+
d.	Long term / short term-unallocated limits	200.00	200.00	[ICRA]BBB+ (Negative)/[ICRA]A2; downgraded from [ICRA]A-(Negative)/[ICRA]A2+
e.	Short-term – Non fund based facilities	100.00	100.00	[ICRA]A2; downgraded from [ICRA]A2+
f.	Non-convertible debentures	100.00	100.00	[ICRA]BBB+ (Negative); downgraded from [ICRA]A-(Negative)
Total		**1317.55**	**1317.55**	

For and on behalf of the Board of Directors

R. Parthasarathy
Managing Director
(DIN :00092172)
Place: California
Date: 30th May, 2026

M. Somasundaram
Director
(DIN: 05185268)
Place: Chennai
Date: 30th May, 2026

Declaration by the CEO

Under Clause 34(3) of the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regarding Adherence to the Code of Conduct

In accordance with under clause 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2026.

For Thirumalai Chemicals Limited

R. Parthasarathy
Managing Director
(DIN :00092172)
Place: California
Date: 30th May, 2026

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Thirumalai Chemicals Limited,
[CIN: L24100MH1972PLC016149],
Thirumalai House,
Road No. 29, Near Sion Hill Fort,
Sion (East), Mumbai - 400022

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Thirumalai Chemicals Limited having CIN L24100MH1972PLC016149 and having Registered Office at Thirumalai House, Road No. 29, Near Sion Hill Fort, Sion (East), Mumbai- 400022 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in.) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority;

Sl. No	Name of Director	DIN	Date of appointment in Company
1	Mr. Parthasarathy Rangaswamy	00092172	26/09/1990
2	Mrs. Ramya Bharathram	06367352	03/11/2014
3	Mr. Parameshwaran Mohana Chandra Nair	07326079	28/10/2015
4	Mr. Rajeev Mahendra Pandia	00021730	01/08/2018
5	Mrs. Bhama Krishnamurthy	02196839	20/03/2020
6	Mr. Arun Alagappan	00291361	27/07/2022
7	Mr. Mariappan Somasundaram	05185268	24/07/2024
8	Mrs. Dayashanker Sabitha	01711282	16/05/2025
9	Mr. Raj Kumar Kataria	01960956	16/05/2025
10	Mr. Meghav Deepak Mehta	05229853	10/06/2025

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000543544

Place: Mumbai
Dated: May 30, 2026

Corporate Governance Compliance Certificate

To,

The Members,

Thirumalai Chemicals Limited,

[CIN: L24100MH1972PLC016149],

Thirumalai House,

Road No. 29, Near Sion Hill Fort,

Sion (East), Mumbai – 400022

1. We have examined the compliance of conditions of Corporate Governance by **Thirumalai Chemicals Limited** ("the Company") for the financial year ended March 31, 2026, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR").

Management's Responsibility

2. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR) during the financial year ended March 31, 2026.

6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000543489

Place: Mumbai
Dated: May 30, 2026

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Thirumalai Chemicals Limited,
[CIN: L24100MH1972PLC016149],
Thirumalai House, Road No 29,
Near Sion Hill Fort, Sion East,
Mumbai - 400022

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Thirumalai Chemicals Limited** (CIN: L24100MH1972PLC016149) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Thirumalai Chemicals Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2026 according to the provisions of:

I. The Companies Act, 2013 (**"the Act"**) and the Rules made there-under;

II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA"**) and the Rules made there-under;

III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2021 - **Not Applicable during the period**

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the period**

(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the period**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable during the period**

(i) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 (upto December 14,

2025) and the Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 2025 (from December 15, 2025) regarding the Companies Act and dealing with client.

VI. The Management has Identified and confirmed the following laws as specifically applicable to the Company;

(a) Explosive Act, 1974

(b) Hazardous Wastes (Management and Handling) Rules 2016

(c) The Chemical Weapons Convention Act, 2000

(d) Food Safety and Standards Act, 2006 and Rules 2011 with allied Rules and Regulations

(e) The Prevention of Food Adulteration Act, 1954 and Rules made thereunder

(f) Legal Metrology Act, 2009

(g) Water (Prevention and Control of Pollution) Act, 1974

(h) Air (Prevention and Control of Pollution) Act, 1981

(i) The Gas cylinders rules, 2016.

(j) Central Electricity Authority Regulation, 2010.

(k) Tamil Nadu Legal Metrology (Enforcement) Rules, 2011

(l) Environment (Protection) Act, 1986

(m) Indian wireless telegraphy act, 1933

(n) Indian boiler regulation, 1950

(o) The petroleum rules, 2002

(p) Public Liability Act, 1991

(q) Tamil Nādu Fire Service Act 1985

(r) Gujarat Factories Rules, 1963

(s) Atomic Energy Radiation Protection rules, 2004

(t) Tamil Nādu Factories rules, 1950

(u) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(v) The Sexual Harassment of Women at Workplace Rules, 2013

We have also examined compliance with the applicable clauses of the following;

(a) Secretarial Standards issued by the Institute of Company Secretaries of India related to the Meetings of Board of Directors and General Meetings;

(b) The Listing Agreements entered into by the Company with Stock Exchange, if any.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective departmentduly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/ CFO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Companyto monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000543654

Place: Mumbai
Dated: May 30, 2026

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure – "A"

To,

The Members,

Thirumalai Chemicals Limited,

[CIN: L24100MH1972PLC016149],

Thirumalai House, Road No 29,

Near Sion Hill Fort, Sion East,

Mumbai - 400022

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000543654

Place: Mumbai
Dated: May 30, 2026

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
TCL Intermediates Private Limited,
[CIN: U24290TN2021PTC148609],
No. 556, Vanagaram Road,
Ambattur, NA, Chennai,
Thiruvallur, Tamil Nadu - 600053

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TCL Intermediates Private Limited** (CIN: U24290TN2021PTC148609) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **TCL Intermediates Private Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2026 according to the provisions of:

I. The Companies Act, 2013 (**"the Act"**) and the Rules made there-under;

II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA"**) and the Rules made there-under;

III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) are not applicable to the Company during the year;

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2021

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

(i) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 (upto December 14, 2025) and the Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 2025 (from December 15, 2025) regarding the Companies Act and dealing with client.

VI. The Management has Identified and confirmed the following laws as specifically applicable to the Company;

(a) Explosive Act, 1974

(b) Hazardous Wastes (Management and Handling) Rules 2016.

(c) Food Safety and Standards Act, 2006 and Rules 2011 with allied Rules and Regulations

(d) Legal Metrology Act, 2009

(e) Water (Prevention and Control of Pollution) Act, 1974

(f) Air (Prevention and Control of Pollution) Act, 1981.

(g) Environment (Protection) Act, 1986

(h) Indian boiler regulation, 1950

(i) The petroleum rules, 2002

(j) Gujarat Factories Rules, 1963

(k) Public Liability Act, 1991

(l) Central Electricity Authority Regulation, 2010

(m) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(n) The Sexual Harassment of Women at Workplace Rules, 2013

We have also examined compliance with the applicable clauses of the following;

(a) Secretarial Standards issued by the Institute of Company Secretaries of India related to the Meetings of Board of Directors and General Meetings;

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company, in our opinion adequate system and process exists in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000517166

Place: Mumbai
Dated: May 28, 2026

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure – "A"

To,

The Members,

TCL Intermediates Private Limited,

[CIN: U24290TN2021PTC148609],

No. 556, Vanagaram Road,

Ambattur, NA, Chennai,

Thiruvallur, Tamil Nadu - 600053

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;

2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;

4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No: 7602/2026
UDIN: F006271H000517166

Place: Mumbai
Dated: May 28, 2026

Independent Auditor's Report

To
The Members of
Thirumalai Chemicals Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Thirumalai Chemicals Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its loss (including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment assessment of property, plant and equipment on Company's D1 Dahej Plant:

Key audit matter	How the matter was addressed in the audit
Refer note 2.7 and 3 to the accompanying standalone financial statements for the material accounting policy information on impairment of non-financial assets and relevant details of impairment assessment. As at 31 March 2026, the Company is carrying Property, Plant and Equipment and Right of use asset at D1 Dahej Plant aggregating to ₹ 9,409 lakhs (before impairment) in the standalone financial statements of the Company, which is considered to be a separate cash generating unit (CGU) as included in aforesaid note.	Our audit procedures included, but were not limited to, the following: a) Obtained an understanding of the management's process and evaluated design and tested operating effectiveness of key controls on identification of CGU and identification of indicators of impairment and impairment assessment as per Ind AS 36; b) Evaluated the appropriateness of Company's accounting policy in respect of impairment assessment and the methods used to determine the recoverable amount of CGU in accordance with the requirements of Ind AS 36;

Key audit matter	How the matter was addressed in the audit
Considering the increased downtime and D1 Dahej Plant being non-operational for substantial part of the year due to adverse market conditions, the management has identified that indicators exist that requires the management to test the carrying value of related CGU for possible impairment in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36'). The management's assessment of the recoverable amount of CGU requires estimation and judgement around identification of CGU and assumptions used in the determination of recoverable amount by using the fair value less cost of disposal as per Ind AS 36. The key assumptions supporting management's assessment of the recoverable amount of CGU are determination of depreciated replacement cost, estimated cost of disposal, salvage value etc. Changes to assumptions could lead to material changes in estimated recoverable amount and consequent impact on impairment of the CGU. Based on the aforesaid assessment, the Company has recorded ₹ 444 lakhs as impairment loss on the aforesaid Property, Plant and Equipment and Right of use asset during the current year as the recoverable amount of the CGU is lower than its carrying amount. Considering the significance of the amounts involved, and auditor attention required to test the appropriateness of accounting estimate that involves high estimation uncertainty and significant management judgement, this matter has been determined to be a key audit matter for the current year audit.	c) Assessed the professional competence, objectivity and capabilities of the valuation expert used by the management for performing required calculations to estimate the recoverable amount of the CGU; d) Involved auditor's valuation expert to assess the appropriateness of the recoverable amount determined by the management and to test reasonability of the assumptions used therein; e) Tested the arithmetical accuracy of the calculations performed by the management's expert; and f) Assessed the appropriateness and adequacy of disclosures made by the management in the standalone financial statements in accordance with the requirements of the applicable accounting standards.

Revenue recognition - Sale of manufactured goods

Key audit matter	How the matter was addressed in the audit
Refer Note 2.5 and Note 22 to the accompanying standalone financial statements for the material accounting policy information on revenue recognition and relevant details of revenue recognised during the year. Revenue of the Company consists primarily of sale of manufactured products to the customers. The Company recognises the revenue in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers (Ind AS 115), at point in time when the Company satisfies its performance obligation by transferring the control of goods to its customers and there is no unfulfilled obligation. The revenue is measured based on the transaction price specified in the contract, net of discounts and goods and services tax. The Company also focuses on revenue as a key performance measure, which could create an incentive for overstating revenue and thus, the timing of revenue recognition is critical as there is a risk of revenue being recognised before the control is transferred to the customers.	Our audit procedures included, but were not limited to, the following: a) Obtained an understanding of the business process and assessed the appropriateness of the Company's revenue recognition accounting policy in accordance with Ind AS 115; b) Evaluated the design and tested the operating effectiveness of key controls in respect of revenue recognition; c) Performed substantive testing by selecting samples of revenue transactions recorded during the year including specific periods before and after the financial year end by verifying the underlying supporting documents, which included sales invoices, contracts and shipping documents to ensure that the correct amount of revenue is recorded in the correct period; d) Scrutinised for any unusual non-standard journal entries based on certain criteria which impacts revenue recognized during the year;

Key audit matter	How the matter was addressed in the audit
Owing to the above and volume of transactions, revenue is determined to be an area involving significant risk and hence, requires significant auditor attention. Considering the volume of transactions, materiality of the amount involved as mentioned above, revenue recognition has been identified as a key audit matter for the current year audit.	e) Tested the credits made to revenue account subsequent to the period end; and f) Assessed the appropriateness and adequacy of disclosures made by the management in the standalone financial statements in accordance with the requirements of the applicable accounting standards.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report, is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in **Annexure B** wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. the Company, as detailed in note 33 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026.;

   ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026.;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;

   iv. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 4 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

   b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 4 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

   v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in note 38 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 01 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for instances mentioned below, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of payroll records is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 26059139OMUXEQ8057
Place: Chennai
Date: 30 May 2026

Annexure A

referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the standalone financial statements for the year ended 31 March 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment,capital work-in-progress, and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the standalone financial statements, are held in the name of the Company.

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.In respect of inventory lying with third parties, these have fully been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.

(b) As disclosed in Note 15 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were subject to review.

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans to firms, and limited liability partnerships during the year. Further, The Company has made investments in, provided guarantee or granted unsecured loans to companies during the year, in respect of which:

(a) The Company has provided loans, and guarantee to subsidiaries during the year as per details given below:

Particulars	Guarantees	Loans
Aggregate amount provided during the year:		
- TCL Intermediates Private Limited	₹ 53,227 lakhs	₹ 50 lakhs
- TCL Global B.V. Netherlands	Nil	₹ 6,035 lakhs
Balance Outstanding as at balance sheet date in respect of the above cases:		
- TCL Intermediates Private Limited	₹ 53,227 lakhs	₹ 5,623 lakhs
- TCL Global B.V. Netherlands	Nil	₹ 6,276 lakhs

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount is not due for repayment currently, however, the receipt of the interest is regular.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loans which had fallen due during the year and such loans were extended during the year. The details of the same has been given below:

Name of the party	Total loan amount granted during the year*	Aggregate amount of overdues of existing loans extended	Nature of extension (i.e., renewed/ extended/fresh loan provided)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
TCL Intermediates Private Limited	₹ 5,450 lakhs	₹ 5,400 lakhs	Extended	99%

*Loans renewed or extended have been considered as "loans granted during the year" for the purpose of reporting under this clause.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Services Tax, 2017	Tax and Interest dues	854	155	FY - 2018-19 FY - 2017-18 FY - 2024-25 FY - 2025-26	The Commissioner of Central Tax (Appeals)
Income Tax Act,1961	Tax and Interest dues	775	Nil	FY - 2022-23	Commissioner of Income Tax (Appeals)

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including confirmations received from banks and other lenders and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, except for the following:

Name of the statute	Name of lender	Amount involved (₹ In lakhs)	Name of the subsidiary, joint venture, associate	Relation	Nature of transaction for which funds were utilised
Non Convertible debentures	Modulus Alternative Investment Managers Limited	₹ 5,000	TCL Global BV	Subsidiary	For equity infusion in TCL Specialties LLC via TCL Inc. to facilitate construction activities in the United States (To meet the obligations of subsidiary)
Non Convertible debentures	Modulus Alternative Investment Managers Limited	₹ 5,000	TCL Intermediates Private Limited	Subsidiary	Long-term working capital requirements (To meet the obligations of subsidiary)

(f) In our opinion and according to the information and explanations given to us, the Company has raised loans during the year on the pledge of securities held in its subsidiaries as per details below. Further the Company has not defaulted in repayment of such loans raised.

Name of the statute	Name of lender	Amount of loan (₹ In Lakhs)	Name of the subsidiary, joint venture, associate	Relation	Details of security pledged
Non Convertible debentures	Modulus Alternative Investment Managers Limited	₹ 10,000	TCL Intermediates Private Limited	Subsidiary	100% Pledge over unlisted equity shares amounting to ₹23,300 Lakhs as further disclosed in Note 15 of the standalone financial statements.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has made preferential allotment of shares . In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised, though surplus funds which were not required for immediate utilisation have been invested in readily realisable liquid investments.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has incurred cash losses amounting to ₹ 5,219 lakhs in the current financial year but had not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions , nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 26059139OMUXEQ8057
Place: Chennai
Date: 30 May 2026

Annexure B

to the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the standalone financial statements for the year ended 31 March 2026

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Thirumalai Chemicals Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 26059139OMUXEQ8057
Place: Chennai
Date: 30 May 2026

Standalone Balance Sheet

as at 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	3	35,316	36,646
Capital work-in-progress	3	260	578
Intangible assets	3	5	11
Right of use assets	3	1,263	1,832
Financial assets	21		
(i) Investments	4	1,51,181	1,15,094
(ii) Other financial assets	6	302	362
Income tax assets (net)	7	436	503
Other non-current assets	8	239	125
Total non-current assets		**1,89,002**	**1,55,151**
Current assets			
Inventories	9	10,484	16,323
Financial assets	21		
(i) Trade receivables	10	32,746	23,421
(ii) Cash and cash equivalents	11	2,306	6,376
(iii) Bank balances other than (ii) above	11	778	146
(iv) Loans	5	11,899	5,486
(v) Other financial assets	6	743	4,561
Income tax assets	7	1,069	-
Other current assets	8	1,361	2,673
Total current assets		**61,386**	**58,986**
Total assets		**2,50,388**	**2,14,137**
Equity and liabilities			
Equity			
Equity share capital	12	1,206	1,024
Other equity	14	1,48,574	1,09,642
Total equity		**1,49,780**	**1,10,666**
Liabilities			
Non-current liabilities			
Financial liabilities	21		
(i) Borrowings	15	48,954	42,701
(ii) Lease liabilities	16	-	279
Deferred tax liabilities (net)	7	2,815	6,004
Provisions	17	1,015	1,250
Total non-current liabilities		**52,784**	**50,234**
Current liabilities			
Financial liabilities	21		
(i) Borrowings	15	27,038	9,214
(ii) Lease liabilities	16	-	327
(iii) Trade payables	18		
(A) Total outstanding dues of micro enterprises and small enterprises		337	780
(B) Total outstanding dues other than micro enterprises and small enterprises		17,899	39,608
(iv) Other financial liabilities	19	996	2,239
Provisions	17	753	481
Other current liabilities	20	801	588
Total Current liabilities		**47,824**	**53,237**
Total equity and liabilities		**2,50,388**	**2,14,137**

Notes 1 to 41 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

R Parthasarathy
Managing Director
(DIN : 00092172)
Place: California
Date: 30 May 2026

M Somasundaram
Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Statement of Standalone Profit and Loss

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Note	Year ended 31 March 2026	Year ended 31 March 2025
Income			
Revenue from operations	22	1,35,973	2,15,207
Other income	23	3,355	3,120
Total income		**1,39,328**	**2,18,327**
Expenses			
Cost of materials consumed	24	80,132	1,38,135
Project material and contract costs	24	6,178	28,831
Purchase of stock-in-trade	24	24,885	4,660
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	1,232	349
Employee benefits expense	26	5,579	5,881
Finance costs	27	7,693	4,448
Depreciation and amortisation expenses	3	3,341	3,390
Other expenses	28	19,309	22,182
Total expenses		**1,48,349**	**2,07,876**
Profit / (loss) before tax and exceptional item		**(9,021)**	**10,451**
Exceptional item	3	444	-
Profit / (loss) before tax		**(9,465)**	**10,451**
Tax expense	7		
- Current tax		-	2,195
- tax related to previous years		(387)	-
- Deferred tax		(2,538)	35
Total tax expense		**(2,925)**	**2,230**
Profit / (loss) for the year		**(6,540)**	**8,221**
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
- Re-measurements of defined benefit plan	17	(8)	8
- Equity instruments through other comprehensive income		(4,538)	6,020
- Income tax relating to items that will not be reclassified to profit or loss	7	651	(954)
Other comprehensive income / (loss) for the year, net of tax		**(3,895)**	**5,074**
Total comprehensive income / (loss) for the year		**(10,435)**	**13,295**
Earnings / (loss) per equity share	29		
Basic and diluted (in ₹)		(5.81)	8.03

Notes 1 to 41 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
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(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

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Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Standalone Statement of Changes in Equity

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

A. Equity Share Capital

As at 31 March 2026

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	182	1,206

As at 31 March 2025

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

B. Other Equity

Particulars	Surplus			Other reserves	Total other equity
	General reserve	Securities premium	Retained earnings	Equity instruments classified at FVTOCI	
Balances at 31 March 2024	**4,283**	**1,971**	**76,348**	**14,769**	**97,371**
Profit for the year	-	-	8,221	-	8,221
Dividend paid (relating to 2023-24)	-	-	(1,024)	-	(1,024)
Other comprehensive income	-	-	6	5,068	5,074
Balances at 31 March 2025	**4,283**	**1,971**	**83,551**	**19,837**	**1,09,642**
(Loss) for the year	-	-	(6,540)	-	(6,540)
Share premium on equity shares issued during the year, net of share issue expenses	-	49,367	-	-	49,367
Other comprehensive loss	-	-	(6)	(3,889)	(3,895)
Balances at 31 March 2026	**4,283**	**51,338**	**77,005**	**15,948**	**1,48,574**

Notes 1 to 41 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

R Parthasarathy
Managing Director
(DIN : 00092172)
Place: California
Date: 30 May 2026

M Somasundaram
Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Standalone Statement of Cash Flows

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Note	Year ended 31 March 2026	Year ended 31 March 2025
A. Cash flow from operating activities			
Profit / (loss) before tax		(9,465)	10,451
Adjustments for:			
Depreciation and amortisation expense	3	3,341	3,390
Impairment of non-current assets	3	444	-
Interest expense	27	7,693	4,448
Interest income	23	(930)	(394)
Dividend income from investments	23	(282)	(222)
Provision for employee benefits		324	321
Profit on sale of property, plant and equipment, net	23	(9)	(149)
Excess provisions / sundry balances written back (net)	23	(32)	(322)
Unrealised forex (gain) / loss, net		659	(708)
Loss / (gain) on fair valuation of derivatives	6	(247)	497
Gain on termination of leases	23	(52)	-
Financial guarantee commission	23	(630)	(1,336)
Discount receivable	6	(90)	(164)
Operating profit before working capital changes		**724**	**15,812**
Movements in working capital:			
Changes in trade and other receivables		(8,548)	(6,934)
Changes in inventories		5,839	5,343
Changes in other financial assets		4,215	(2,397)
Changes in other assets		1,219	6,172
Changes in trade and other payables		(22,542)	(5,340)
Changes in provisions & other liabilities		(82)	(304)
Changes in other financial liabilities		(1,059)	305
Cash generated from / (used in) operations		**(20,234)**	**12,657**
Direct tax paid (net)		(328)	(2,177)
Net cash generated from / (used in) operating activities		**(20,562)**	**10,480**
B. Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		11	229
Capital expenditure on property, plant & equipment, capital work in progress and intangible assets including capital advances		(1,765)	(1,260)
Interest received		512	308
Investment in subsidiaries		(40,313)	(46,053)
Proceeds from sale/ (purchase) of mutual funds (net)		55	3,409
Dividend received		227	210
Loan granted to subsidiary company		(6,085)	(5,400)
Movement in balances with bank other than those mentioned in cash & cash equivalents		(617)	15
Net cash (used in) investing activities		(47,975)	(48,542)
C. Cash flow from financing activities			
Proceeds from borrowings	15	98,602	89,984
Repayment of borrowings	15	(76,189)	(56,172)
Proceeds from issue of equity shares, net of issue expenses		49,549	-
Payment of principal portion of lease liabilities	34	(238)	(289)
Payment of interest portion of lease liabilities	34	(39)	(79)
Interest paid	15	(7,290)	(4,300)
Dividend paid	12	-	(1,024)
Net cash generated from financing activities		**64,395**	**28,120**

Standalone Statement of Cash Flows

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Note	Year ended 31 March 2026	Year ended 31 March 2025
D. Net decrease in cash and cash equivalents		**(4,142)**	**(9,942)**
E. Cash and cash equivalents at the beginning of the year	11	6,376	15,975
F. Effect of exchange rate fluctuations on foreign currency cash and cash equivalents		72	343
G. Cash and cash equivalents at the end of the year	11	**2,306**	**6,376**
Cash and cash equivalents comprise of:			
Cash on hand		3	3
Balances with banks in current accounts		2,068	6,373
Deposit accounts (with original maturity less than 3 months)		235	-
Cash and cash equivalents	11	**2,306**	**6,376**

Notes 1 to 41 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
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Place: Chennai
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Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

1 General Information

Thirumalai Chemicals Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company's principal activities are manufacturing and selling chemicals. The shares of the Company are listed on stock exchanges in India.

The Company has its registered office at Thirumalai House, Plot No. 101-102, Road No. 29, Sion(East), Mumbai - 400 022, India and factories at (1) 25-A Sipcot Industrial Complex, Ranipet - 632 403, Tamil Nadu, India; (2) 16&17, Engineering SEZ, Sipcot Industrial Complex, Phase III, Ponnai Road, Ranipet - 632 405, Tamil Nadu, India (3), Plot No.D-2/CH/171B, GIDC Estate, Dahej, Phase-II, Tal.Vagra, Bharuch, Gujarat-392 130, India.

These financial statements were authorized for issue by the Company's Board of Directors on 30 May 2026.

2 Summary of material accounting policies

2.1 Basis of preparation of financial statements

The standalone financial statements of the Company have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 as notified under section 133 of Companies Act, 2013 (the "Act") and other relevant provisions of the Act.

These financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial assets and financial liabilities (including derivative instruments), which are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. For the business of manufacturing and trading of chemicals, based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle up to twelve months for the purpose of current – non-current classification of assets and liabilities. Operating cycle for the other business activities of the Company covers the duration of the specific project or contract or service and extends up to the realisation of receivables within the agreed credit period normally applicable to such lines of business.

Material accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the Company.

2.2 Functional and presentation currency

The financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. All amounts have been rounded off to the nearest lakhs, except share data and as otherwise stated.

2.3 Critical accounting estimates, assumptions and judgements

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of property, plant and equipment ('PPE') and intangible assets

Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes, expected level of usage and product life-cycle. The

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

(ii) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Provisions and contingencies

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

(iv) Recognition of property, plant and equipment (PPE) and Capital work in progress

Significant level of judgement is involved in assessing whether the expenditure incurred meets the recognition criteria under Ind AS 16 Property, Plant and Equipment. Also estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

(v) Contract assets

The measurement of material and contract costs involves identification of costs specific to this project and estimation of percentage of completion based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion.

(vi) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

(vii) Going concern assessment

The preparation of these standalone financial statements is based on the assumption that the Company will continue as a going concern. In assessing the appropriateness of this assumption, management has exercised significant judgement in evaluating all relevant information available about the future, covering a period of at least twelve months from the reporting date. The assessment includes consideration of key factors such as projected cash flows, expected profitability, working capital requirements, scheduled debt repayments, the revolving nature of working capital facilities, availability of existing credit facilities, and potential sources of financing. Management has also considered the impact of events and conditions arising subsequent to the reporting period up to the date of approval of the standalone financial statements. The evaluation is based on assumptions regarding future economic and business conditions, which are inherently uncertain and subject to change.

2.4 Foreign currency transaction

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Monetary

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

assets and liabilities, denominated in a foreign currency, are translated at the exchange rate prevailing on the Balance Sheet date and the resultant exchange gains or losses are recognised in the Statement of Profit and Loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

2.5 Revenue from contracts with customers

To determine whether to recognise revenue from contracts with customers, the Company follows a 5-step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation except where this would not be representative of the stage of completion. The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:

(i) the customer simultaneously consumes the benefit of Company's performance or

(ii) the customer controls the asset as it is being created/enhanced by the Company's performance or

(iii) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents.

In all other cases, performance obligation is considered as satisfied at a point in time

Significant judgments are used in determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of chemicals

Revenue from sale of chemicals is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Income from wind operated generators

Revenue from sale of power is recognised on the basis of electrical units generated and transmitted to the grid of Electricity Board which coincides with completion of performance obligation as per the agreement. Revenue is recognised using the transaction price as stipulated in the agreement with the customer.

(iii) Income from operating lease

Rental income from operating leases is recognised on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(iv) Sale of scrap

Revenue from sale of scrap is recognised as and when the control over the goods is transferred.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

(v) Export benefits

Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating income.

(vi) Revenue from construction/project related activity

Cost plus contracts: Revenue from cost plus contracts is recognised over time and is determined with reference to the extent performance obligations have been satisfied. The amount of transaction price allocated to the performance obligations satisfied represents the recoverable costs incurred during the period plus the margin as agreed with the customer.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in statement of profit and loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability.

Contract assets : A contract asset is initially recognised for cost incurred with respect to engineering and construction services because these costs (1) relate directly to the contract, (2) enhance the resources of the reporting entity to perform under the contract and relate to satisfying a future performance obligation, and (3) are expected to be recovered. Upon completion of the service and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables. Contract assets are subject to impairment assessment.

2.6 Recognition of Dividend Income, Interest income or expense

Dividend income is recognised when the unconditional right to receive the income is established. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2.7 Property, plant and equipment and intangible assets

(i) Plant and equipment

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses.

Major shutdown and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset. Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses.

The components of assets are capitalized only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets.

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight, professional fees, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as "capital work-in-progress".

(ii) Land

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated.

(iii) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

(iv) Impairment testing of intangible assets and property, plant and equipment

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(v) Depreciation and amortisation

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by Management based on technical evaluation and advice. The residual value is generally assessed as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Management's estimates of the useful life of various categories of fixed assets where estimates of useful life are lower than the useful life specified in Part C of Schedule II to the Companies Act, 2013 are as under:

Category of fixed assets	As per Schedule II	Management estimate
Specific laboratory equipments	10 years	5 years
Office equipments (mobile phones)	5 years	2 years
Catalyst	15 years	3 years

2.8 Leases

(a) Company as a lessee

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (ROU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Any gain or loss relating to the partial or full termination of the lease is recognised in profit or loss. The right-of-use asset is adjusted for all other lease modifications.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

(b) Company as a lessor

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss or amortised cost.

Financial instruments are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognised at its fair value except for trade receivable. Trade receivables that do not contain a significant financing component are measured at transaction price Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

- Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

a. Amortised cost

b. Fair value through other comprehensive income (FVOCI) or

c. Fair value through profit and loss (FVTPL)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(a) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(b) Financial asset at fair value through other comprehensive income (FVOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These selections are made on an instrument-by-instrument (i.e., share-by-share) basis. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(c) Financial asset at fair value through profit and loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in profit and loss.

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss:

This category are primarily derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognised initially at fair value and attributable transaction costs are recognised in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ current liabilities, if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

- **Classification and subsequent measurement of financial liabilities**

  Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss

Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified party fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks on behalf of the Subsidiaries to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of: the amount of the loss allowance; and the premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

Transaction costs of an equity transaction:

Costs incurred by the entity in issuing or acquiring its own equity instruments include charges such as registration, legal, accounting and charges to professional advisers, printing costs and stamp duties. The transaction cost of an equity transaction are accounted as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

2.10 Inventories

(i) Raw materials

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

finished goods includes excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

2.11 Post-employment benefits and short-term employee benefits

(a) Defined contribution plan

Contribution to Provident Fund in India are in the nature of defined contribution plan and are made to a recognised fund. Contribution to Superannuation Fund is in the nature of defined contribution plan and is remitted to insurance company in accordance with the scheme framed by the Corporation. The Company has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund

The Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due.

(ii) Other funds

The Company's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(iii) Superannuation fund

Contribution made towards Superannuation Fund (funded by payments to an insurance company) which is a defined contribution plan, is charged as expenses on accrual basis. There are no obligations other than the contribution made to respective fund.

(b) Defined benefit plan

Under the Company's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary.

The defined benefit plans are as below

(i) Gratuity

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Company estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to government securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability.

Service cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences

The Company also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

2.12 Earnings per equity share

Basic earnings per equity share is calculated by dividing the total profit for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.13 Contingent liabilities and provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote.

2.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of 3 months or less, as applicable.

2.15 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.16 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement given below:

New standards and amendments to existing standards which are effective from 01 April 2025

The Company applied following amendments for the first-time during the current year which are effective from 01 April 2025

Ind AS 1 - Presentation of Financial Statements - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

MCA via notification dated 13 August 2025 announced amendments which clarify that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period. The amendment states that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability; and that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments have resulted in additional disclosures (refer note 15) in the standalone financial statements.

Other amendments

The Company has considered the amendments to Ind AS 21 relating to lack of exchangeability, the amendments to Ind AS 12 on International Tax Reform – Pillar Two Model Rules, and the disclosure requirements for supplier finance arrangements under Ind AS 7 and Ind AS 107.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

These application of these new standards or amendments effective from 01 April 2025 do not have a material impact on the standalone financial statements of the Company.

New standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8. This amendment is expected to have a material impact on the classification of the Company's liabilities in the standalone financial statements upon its application.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Capital work-in-progress, Intangible assets, and Right of use assets

Particulars	Property, plant and equipment									Capital work-in-progress	Right of use assets	Intangible assets
	Freehold land	Buildings and Roads	Plant and equipment	Wind operated generators	Furniture and fixtures	Vehicles	Office equipment	Computer equipments	Total			Computer software
Gross block												
As at 01 April 2024	**7,074**	**2,886**	**39,365**	**571**	**159**	**163**	**182**	**217**	**50,617**	**475**	**2,859**	**122**
Additions	194	-	138	-	2	-	10	4	348	847	46	8
Transfer on capitalisation	-	18	726	-	-	-	-	-	744	(744)	-	-
Disposals	-	-	(324)	-	-	-	-	-	(324)	-	-	-
As at 31 March 2025	**7,268**	**2,904**	**39,905**	**571**	**161**	**163**	**192**	**221**	**51,385**	**578**	**2,905**	**130**
Additions	-	-	35	-	0	-	6	4	45	1,835	-	-
Transfer on capitalisation	-	12	2,141	-	-	-	-	-	2,153	(2,153)	-	-
Disposals	-	-	(1)	-	-	(52)	-	(1)	(54)	-	(1,330)	-
As at 31 March 2026	**7,268**	**2,916**	**42,080**	**571**	**161**	**111**	**198**	**224**	**53,529**	**260**	**1,575**	**130**
Accumulated depreciation / amortisation and impairment												
Up to 01 April 2024	**-**	**818**	**10,404**	**280**	**93**	**73**	**115**	**151**	**11,934**	**-**	**739**	**112**
Depreciation / amortisation for the year	-	200	2,722	35	13	19	21	39	3,049	-	334	7
Reversal on disposal of assets	-	-	(244)	-	-	-	-	-	(244)	-	-	-
Up to at 31 March 2025	**-**	**1,018**	**12,882**	**315**	**106**	**92**	**136**	**190**	**14,739**	**-**	**1,073**	**119**
Depreciation/ amortisation for the year	-	185	2,793	35	12	14	21	22	3,082		253	6
Impairment loss	-	29	414	-	1	-	-	-	444	-	-	-
Reversal on disposal of assets	-	-	(1)	-	-	(50)	-	(1)	(52)		(1,014)	-
Up to 31 March 2026	**-**	**1,232**	**16,088**	**350**	**119**	**56**	**157**	**211**	**18,213**	**-**	**312**	**125**
Net block												
As at 31 March 2025	**7,268**	**1,886**	**27,023**	**256**	**55**	**71**	**56**	**31**	**36,646**	**578**	**1,832**	**11**
As at 31 March 2026	**7,268**	**1,684**	**25,992**	**221**	**42**	**55**	**41**	**13**	**35,316**	**260**	**1,263**	**5**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Capital work-in-progress, Intangible assets, and Right of use assets (Contd..)

Notes:

(i) Of the above, both movable & immovable property, plant and equipment of the Company has been pledged as collateral for the Company's term loan (Also, refer note 15).

(ii) For contractual commitment with respect to property, plant and equipment, refer note 33(b).

(iii) The lease liabilities arising out of addition to Right of use asset has been fully paid at the inception of the respective leases, other than those mentioned in note 16.

(iv) Refer note 34 (v) for class of underlying right of use assets.

(v) With respect to property, plant and equipment and Right of use asset amounting to ₹ 9,409 lakhs (included above) located at Dahej, the management has performed a detailed impairment assessment during the year ended 31 March 2026, considering these assets as a separate Cash Generating Unit (CGU) in accordance with Ind AS 36. The assessment was triggered by indicators of impairment, including increased downtime, significant non-operational hours and reduced operating margins due to adverse market conditions, which suggested that the carrying value of the related assets may not be fully recoverable.

Accordingly, the Company estimated the recoverable amount of the CGU and recognised an impairment loss of ₹ 444 lakhs in the Statement of Profit and Loss for the year ended 31 March 2026. The impairment loss has been disclosed as an exceptional item in the standalone financial statement for the year ended 31 March 2026 considering its non-recurring nature.

The recoverable amount of ₹ 8,965 lakhs as at 31 March 2026 has been determined based on Fair Value Less Costs of Disposal (FVLCD) at the CGU level, which was considered more appropriate given the limited reliability of future cash flow projections due to the non-operational status of the assets. The fair value was determined using a combination of the cost approach (Depreciated Replacement Cost) for plant and machinery and the market approach for leasehold land. The resulting valuation falls under Level 3 of the fair value hierarchy under Ind AS 113, given the use of significant unobservable inputs.

Key assumptions used in determining FVLCD include estimated costs to sell, salvage value, replacement cost, liquidity discounts and adjustments for pre-operative expenses.

(vi) Title Deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

Disclosure with respect to capital work-in-progress

i) As at 31 March 2026

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in Progress	260	-	-	-	260
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**260**	**-**	**-**	**-**	**260**

ii) As at 31 March 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in Progress	578	-	-	-	578
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**578**	**-**	**-**	**-**	**578**

There were no projects whose completion is overdue or whose cost has exceeded the original plan as at 31 March 2026.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments

I. Non-current investments

	As at 31 March 2026	As at 31 March 2025
a) Investments at cost		
Investments in equity instruments of subsidiaries - unquoted		
Cheminvest Pte Limited, Singapore	5,428	5,428
(Representing 100% equity share capital of subsidiary)(refer note (ii) below)		
8,000,000 (31 March 2025: 8,000,000) equity shares of US$ 1 each fully paid up		
Optimistic Organic Sdn Bhd, Malaysia		
(Representing 15.80% equity share capital of step down subsidiary) (refer note (i) below)	3,083	3,083
2,302,814 (31 March 2025: 2,302,814) equity shares of US$ 2.09 each fully paid up		
TCL Global B.V. Netherlands		
(Representing 95.43% (March 2025 94.32%) equity share capital of subsidiary) (refer note (iii) and (iv) below)	1,01,529	61,216
453,231 (31 March 2025: 360,376) equity shares of Euro 0.10 each fully paid up		
TCL Intermediates Private Limited	23,300	23,300
(Representing 100% equity share capital of subsidiary)(refer note (iii) below)		
233,000,000 (31 March 2025: 233,000,000) equity shares of ₹ 10 each fully paid up		
A	**1,33,340**	**93,027**

(i) During the year ended 31 March 2026, the Company made further investment of USD 4,57,41,124 (₹ 40,313 Lakhs) (31 March 2025: USD 5,02,09,668 (₹ 42,553 Lakhs) in TCL Global B.V., a wholly owned subsidiary located in Amsterdam, the Netherlands. This is for the purpose of onward equity infusion in TCL Specialties LLC via TCL Global B.V. and TCL Inc. for construction of manufacturing plant in the US by TCL Specialties LLC.

(ii) During the previous year ended 31 March 2025, Cheminvest Pte Limited converted loan given to TCL Global B.V. into equity shares amounting to USD 10.11 million (₹ 8,656 lakhs). Therefore, 4.57% Equity share capital of TCL Global B.V. Netherlands (Subsidiary) is held by Cheminvest Pte Limited (wholly owned subsidiary), resulting in 100% beneficial ownership by the Company.

(iii) During the previous year ended 31 March 2025, the Company made further investment of ₹ 3,500 lakhs in TCL Intermediates Private Limited, a wholly owned subsidiary located in Dahej, Gujarat, India. This is for the purpose for funding the construction of its manufacturing facility and to meet initial working capital requirements.

(iv) 84.20% Equity share capital of Optimistic Organic Sdn Bhd, Malaysia (Step down subsidiary) is held by Cheminvest Pte Limited (wholly owned subsidiary), resulting in 100% beneficial ownership by the Company.

	As at 31 March 2026	As at 31 March 2025
b) Other investments		
On account of fair valuation of financial guarantee given to subsidiaries (Refer note 34 a (ii))		
TCL Specialties LLC	1,844	1,532
TCL Intermediates Private Limited	575	575
C	**2,419**	**2,107**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

		As at 31 March 2026	As at 31 March 2025
c) Investments designated at FVOCI			
Investments in equity instruments			
Quoted			
5,000 (31 March 2025: 5,000) equity shares of Neyveli Lignite Corporation Limited at ₹ 10 each fully paid up		13	12
1,410 (31 March 2025: 1,410) equity shares of Piramal Enterprises Limited at ₹ 2 each fully paid up		16	14
500 (31 March 2025: 500) equity shares of Tata Power Limited at ₹ 1 each fully paid up		2	2
41,98,837 (31 March 2025: 41,98,837) equity shares of Ultramarine and Pigments Limited at ₹ 2 each fully paid up		15,391	19,932
	C	**15,422**	**19,960**
Total non-current investments	**A+B+C**	**1,51,181**	**1,15,094**
Aggregate amount of:			
- Quoted investments and market value thereof		15,422	19,960
- Unquoted investments		1,35,759	95,134
Extent of investment in subsidiaries			
Cheminvest Pte Limited, Singapore		100%	100%
Optimistic Organic Sdn Bhd, Malaysia (also refer note 4(I)(a)(i))		15.80%	15.80%
TCL Global B.V., Netherlands (also refer note 4(I)(a)(iii) and 4(I)(a)(iv))		95.43%	94.32%
TCL Intermediates Private Limited		100%	100%

II. Disclosure under rule 11(e) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

Name of the Company	Classification
Thirumalai Chemicals Limited	Funding Party
TCL Global B.V.	Intermediary 1
TCL Inc.	Intermediary 2
TCL Specialities	Ultimate Beneficiary

a) Details of Investment from Funding Party to Intermediary 1

Date	EUR	₹ in lakhs	Investments towards
13-Aug-19	25,000	20	Share Capital

Date	USD	₹ in lakhs	Investments towards
23-Mar-20	50,000	38	Further investment in Equity in Ultimate beneficiary through Intermediary 1 and Intermediary 2
15-Jul-20	2,00,000	151	
11-Dec-20	5,00,000	369	
02-Jun-21	50,00,000	3,660	
06-Sep-21	32,50,000	2,377	
24-Sep-21	32,50,000	2,397	
27-Oct-21	30,00,000	2,250	
29-Dec-21	20,00,000	1,502	
03-Mar-22	20,00,000	1,506	
07-Apr-22	10,00,000	760	
06-May-22	44,99,985	3,442	
06-May-22	2,50,015	192	
04-Sep-24	29,80,097	2,506	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

Date	USD	₹ in lakhs	Investments towards
27-Sep-24	29,89,290	2,505	
28-Oct-24	59,50,228	5,009	
21-Nov-24	1,18,47,457	10,035	
04-Dec-24	59,32,359	5,028	
18-Dec-24	1,76,22,270	14,968	
29-Jan-25	28,87,967	2,502	
13-Jun-25	43,22,687	3,728	
26-Aug-25	2,50,00,000	21,960	
30-Sep-25	1,21,50,000	10,792	
23-Dec-25	42,68,437	3,832	
	12,09,50,792	**1,01,509**	

b) Details of Loan from Funding Party to Intermediary 1

Date	USD	₹ in lakhs	Investments towards
20-Feb-26	16,54,408	1,504	Loan for further lending to Intermediary 2
25-Feb-26	27,54,939	2,506	Loan for further lending to Intermediary 2
18-Mar-26	21,90,653	2,025	Loan for further lending to Intermediary 2

c) Details of Investment from Intermediary 1 to Intermediary 2

Date	USD	Investments towards
24-Feb-20	1,000	
30-Mar-20	1,000	
31-Mar-20	49,000	
17-Jul-20	1,00,000	
20-Jul-20	1,00,000	
17-Dec-20	1,00,000	
18-Dec-20	4,00,000	
04-Jun-21	20,00,000	
07-Jun-21	20,00,000	
08-Jun-21	10,00,000	
09-Sep-21	20,00,000	
10-Sep-21	12,50,000	
28-Sep-21	20,00,000	Further investment in Equity of Ultimate beneficiary through Intermediary 2.
29-Sep-21	12,50,000	
28-Oct-21	10,00,000	
29-Oct-21	20,00,000	
03-Jan-22	20,00,000	
09-Mar-22	10,00,000	
10-Mar-22	10,00,000	
11-Apr-22	10,00,000	
16-May-22	30,00,000	
17-May-22	17,50,000	
05-Sep-24	29,80,097	
30-Sep-24	29,89,290	
29-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

Date	USD	Investments towards
06-Dec-24	59,32,359	
19-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
13-Jun-25	43,22,687	
26-Aug-25	2,50,00,000	
30-Sep-25	1,21,50,000	
23-Dec-25	42,68,437	
	12,09,51,792	

e) Details of Loan from Intermediary 1 to Intermediary 2-

Date	USD	Amount towards
20-Feb-26	16,54,398	Loan for further lending to ultimate beneficiary
25-Feb-26	27,54,929	Loan for further lending to ultimate beneficiary
18-Mar-26	21,90,643	Loan for further lending to ultimate beneficiary

f) Details of Investment from Intermediary 2 to Ultimate Beneficiary

i) Towards Share Capital

Date	USD	Remarks
01-Apr-20	50,000	
30-Jul-20	1,98,434	
22-Dec-20	50,000	
28-Dec-20	4,45,000	
09-Jun-21	50,00,000	
15-Sep-21	32,50,000	
30-Sep-21	32,50,000	
29-Oct-21	30,00,000	
05-Jan-22	20,00,000	
15-Mar-22	19,86,566	
11-Apr-22	10,00,000	Amount received as Capital Contribution from funding party through intermediaries
18-May-22	47,50,000	
09-Sep-24	29,80,097	
03-Oct-24	29,89,290	
30-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
20-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
13-Jun-25	43,22,687	
26-Aug-25	2,50,00,000	
30-Sep-25	1,21,50,000	
23-Dec-25	42,68,437	
	12,09,30,792	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

ii) Loan received

Date	USD	Amount towards
20-Feb-26	16,54,398	The funding party, through intermediaries, provided a loan for carrying out construction activities by the ultimate beneficiary.
25-Feb-26	27,54,939	
18-Mar-26	21,90,643	

Notes:

1) The management certifies that relevant provisions of the Foreign Exchange Management Act, 1999 and Companies Act, 2013 have been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.

2) Refer note 33 a (ii) for corporate guarantee granted by the Company on behalf of its subsidiaries.

3) The investments made during the year by the funding party to intermediary 1 are from funds raised through issue of non-convertible debentures and issue of equity share capital. (Also, refer Note 15)

4) Other than those disclosed above i) no funds have been advanced or loaned or invested by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   ii) Other than those disclosed above, no funds have been received by the Company from anypersons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

5) Basis asssessment of the financial position of the subsidiaries and future projections, no loss allowance is recognised on the investment in subsidiaries as at 31 March 2026 (31 March 2025: Nil)

5 Loans (measured at amortised cost)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Loans and advances to subsidiary companies (Refer note 32(c))				
Loan to TCL Intermediates Pvt Ltd (Refer note (i) below)	-	5,623	-	5,486
Loan to TCL Global BV, The Netherlands (Refer note (ii) below)	-	6,276	-	-
	-	**11,899**	**-**	**5,486**

(i) During the year ended 31 March 2026, the Company has granted loan amounting to ₹ 50 lakhs (31 March 2025: ₹ 5,400 lakhs) to TCL Intermediates Private Limited, a wholly owned subsidiary in India, at an interest rate of 10% - 11% for the purpose of meeting initial working capital requirements. Interest accrued on above loan is ₹ 173 lakhs up to 31 March 2026 (31 March 2025: ₹ 86 lakhs), payable on an annual basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

5 Loans (measured at amortised cost) (Contd..)

(ii) During the year ended 31 March 2026, the Company has granted loan amounting to ₹ 6,035 lakhs (USD 6.60 Mn) to TCL Golbal BV, a wholly owned subsidiary in Netherlands, at an interest rate of 6-month SOFR (as on 30 September of relevant FY) + 345 basis points p.a. for onward lending to TCL Specialties LLC through TCL Inc. for the purpose of funding the construction of its manufacturing facility in USA. The interest is payable on a quarterly basis.

(iii) Basis asssessment of the financial position of the subsidiaries and future projections, no loss allowance is recognised on the loans granted to subsidiaries as at 31 March 2026 (31 March 2025: Nil)

6 Other financial assets

(Unsecured, considered good unless and otherwise stated)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
At amortised cost				
Security deposits				
- Unsecured, considered good	302	-	362	-
- Deposits which have significant increase in credit risk	18	-	18	-
Less: Allowances for expected credit loss	(18)	-	(18)	-
Staff advances	-	196	-	143
Receivable from supplier	-	90	-	164
Unbilled revenue (Refer note 32(c))	-	82	-	4,165
Others	-	128	-	89
At fair value through profit and loss			-	
Derivative asset	-	247		-
	302	**743**	**362**	**4,561**

Notes:

(a) There are no financial assets due from directors or other officers of the Company.

(b) The carrying amount of cumulative other financial assets is considered as a reasonable approximation of fair value and adequate allowances for losses have been provided.

(c) A description of the Company's financial instrument risks, including risk management objectives and policies are given in note 21.

7 Income tax

I. Income tax assets (net)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Taxes paid in advance (net)	436	1,069	503	-
	436	**1,069**	**503**	**-**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

7 Income tax (Contd..)

III. Amounts recognised in profit or loss

	Year ended 31 March 2026	Year ended 31 March 2025
Current tax		
Current period	-	2,195
Adjustment for earlier years	(387)	-
Total current tax expense	**(387)**	**2,195**
Deferred tax attributable to		
Unused tax losses	(2,512)	-
Origination and reversal of temporary differences	(26)	35
Total deferred tax expense/ (benefit)	**(2,538)**	**35**
Income tax expense	**(2,925)**	**2,230**

IV. Amounts recognised in other comprehensive income

	Year ended 31 March 2026			Year ended 31 March 2025		
	Before tax	Tax	Net of tax	Before tax	Tax	Net of tax
- Re-measurements of defined benefit liabilities	(8)	2	(6)	8	(2)	6
- Equity instruments through other comprehensive income	(4,538)	649	(3,889)	6,020	(952)	5,068
	(4,546)	**651**	**(3,895)**	**6,028**	**(954)**	**5,074**

V. Reconciliation of effective tax rate

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Company at 25.17% (2024-25: 25.17%) and the reported tax expense in the statement of profit and loss are as follows:

	Year ended 31 March 2026		Year ended 31 March 2025	
Profit before tax		(9,465)		10,451
Tax using the Company's domestic tax rate	25.17%	(2,382)	25.17%	2,631
Effect of:				
Income exempt from tax	2.00%	(189)	-0.68%	(71)
Expenses disallowed for tax purpose	-0.53%	50	0.70%	73
Prior period tax (income)	4.09%	(387)	-0.93%	(97)
Others	0.18%	(17)	-2.93%	(306)
Effective tax rate	**30.91%**	**(2,925)**	**21.33%**	**2,230**

VI. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets)/ liability	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Provisions - employee benefits	(445)	(436)	-	-	(445)	(436)
Provisions - others	(239)	(356)	-	-	(239)	(356)
Unused tax losses	(2,512)	-	-	-	(2,512)	-
Property, plant and equipment	-	-	3,187	3,308	3,187	3,308
Fair valuation of equity instruments	-	-	2,824	3,488	2,824	3,488
Deferred tax (assets)/ liabilities	**(3,196)**	**(792)**	**6,011**	**6,796**	**2,815**	**6,004**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

7 Income tax (Contd..)

In assessing the recoverability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced. All deferred tax assets have been recognized in the balance sheet.

8 Other assets

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
a) Capital advances	22	-	-	-
b) Advances other than capital advances				
i) Supplier advances	-	327	-	576
c) Security deposits	155	-	-	81
d) Others				
i) Balance with Government authorities	-	750	-	431
ii) Contract asset (Also refer note 22)	-	-	-	1,412
iii) Prepaid expenses	62	284	125	173
	239	**1,361**	**125**	**2,673**

a) All of the Company's other current and non-current assets have been reviewed for indicators of impairment, and no allowances for losses is required to be provided.

9 Inventories

(valued at lower of cost and net realisable value)

	As at 31 March 2026	As at 31 March 2025
Raw materials	5,657	10,212
Work-in-progress	1,532	1,840
Finished goods	1,534	2,759
Stock-in-trade	338	37
Stores and spares	1,199	1,286
Fuel	257	175
Packing materials	92	125
Less: Provision for inventory obsolescence	(125)	(111)
	10,484	**16,323**

Note

(i) Goods-in-transit included above are as below :

	As at 31 March 2026	As at 31 March 2025
a. Raw materials	230	105
b. Finished goods	1,266	1,366

(ii) The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Company's policy.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Trade receivables

	As at 31 March 2026	As at 31 March 2025
Current		
Unsecured		
(a) Considered good	32,746	23,421
(b) Trade Receivables – credit impaired	550	1,012
	33,296	**24,433**
Allowance for expected credit loss:		
(a) Trade Receivables – credit impaired	(550)	(1,012)
	(550)	**(1,012)**
Net trade receivables	**32,746**	**23,421**

Notes:

(i) Of the above, trade receivables from related parties are as below:

	As at 31 March 2026	As at 31 March 2025
Trade receivable from related parties (Also, refer note 32 (c))	23,693	6,585
Expected credit loss	-	-
Net trade receivables from related parties	**23,693**	**6,585**

(ii) Movement in allowance for expected credit loss

	Year ended 31 March 2026	Year ended 31 March 2025
Balance at the beginning of the year	**1,012**	**1,012**
Amounts written off	(514)	-
Allowance during the year	52	-
Balance at the end of the year	**550**	**1,012**

(iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The carrying amount of the current trade receivable is considered a reasonable approximation of fair value as it is expected to be collected within twelve months.

(iv) The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 21.

Trade receivables ageing as on 31 March 2026

Particulars	Not due	Outstanding for the following period from the due date					Total
		Less than 6 month	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	17,531	13,630	1,563	22	-	-	32,746
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	55	-	-	495	550
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**17,531**	**13,630**	**1,618**	**22**	**-**	**495**	**33,296**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Trade receivables (Contd..)

Trade receivables ageing as on 31 March 2025

Particulars	Not due	Outstanding for the following period from the due date					Total
		Less than 6 month	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	18,028	5,310	23	-	3	57	23,421
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-		1,012	1,012
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**18,028**	**5,310**	**23**	**-**	**3**	**1,069**	**24,433**

11 Cash and bank balances

	As at 31 March 2026	As at 31 March 2025
Cash and cash equivalents		
Balance with banks in current accounts	2,068	6,373
Cash on hand	3	3
Deposit accounts (with original maturity less than 3 months)	235	-
Cash and cash equivalents as per statement of cash flows	**2,306**	**6,376**
Bank balances other than mentioned in cash and cash equivalents		
Unpaid dividend (Also, refer note (i) below)	87	117
Deposit accounts (with original maturity greater than 3 months upto 12 months)	386	-
Balances with bank held as margin money	305	29
	778	**146**
Total	**3,084**	**6,522**

(i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

(ii) Balance with banks in current accounts includes ₹ 10 lakhs held in escrow accounts with lenders, the utilization of which is subject to restrictions.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

12 Equity share capital

	As at 31 March 2026		As at 31 March 2025	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity shares of ₹ 1 each	15,00,00,000	1,500	15,00,00,000	1,500
Unclassified shares of ₹ 10 each	1,00,00,000	1,000	1,00,00,000	1,000
	16,00,00,000	**2,500**	**16,00,00,000**	**2,500**
Issued				
Equity shares of ₹ 1 each	12,05,92,774	1,206	10,24,28,120	1,024
	12,05,92,774	**1,206**	**10,24,28,120**	**1,024**
Subscribed and fully paid-up				
Equity shares of ₹ 1 each	12,05,52,774	1,206	10,23,88,120	1,024
Add: Amount paid up on forfeited shares (Also, refer note e)	40,000	-	40,000	-
	12,05,92,774	**1,206**	**10,24,28,120**	**1,024**

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2026		As at 31 March 2025	
	Number	₹ in lakhs	Number	₹ in lakhs
Issued				
Equity shares of ₹ 1 each				
At the commencement of the year	10,24,28,120	1,024	10,24,28,120	1,024
Add: equity shares issued during the year	1,81,64,654	182	-	-
At the end of the year	**12,05,92,774**	**1,206**	**10,24,28,120**	**1,024**
Subscribed and fully paid-up				
Equity shares of ₹ 1 each				
At the commencement of the year	10,23,88,120	1,024	10,23,88,120	1,024
Add: equity shares issued during the year	1,81,64,654	182	-	-
At the end of the year	**12,05,52,774**	**1,206**	**10,23,88,120**	**1,024**

b) During the year under review, the Company issued and allotted 18,164,654 equity shares on a preferential basis in two instances, i.e.,16,268,040 equity shares of Re. 1/- each, fully paid up, at ₹ 277/- per share (including a premium of ₹ 276/- per share) to public shareholders on 26 August 2025; and 1,896,614 equity shares of Re. 1/- each, fully paid up, at ₹ 296/- per share (including a premium of ₹ 295/- per share) to the promoter and persons belonging to the promoter group on 23 December 2025.

c) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 1 per share. The Company declares and pays dividends in Indian Rupees (₹). The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, which is approved by the Board of Directors. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportional to the number of equity shares held by the shareholders.

d) Shareholders holding more than 5% of the aggregate shares in the Company

	As at 31 March 2026		As at 31 March 2025	
	Number	% holding	Number	% holding
Equity shares of ₹ 1 each				
Ultramarine and Pigments Limited	2,19,72,040	18.22%	2,04,51,770	19.97%
Jasmine Limited	67,71,880	5.62%	67,71,880	6.61%
	2,87,43,920	**23.84%**	**2,72,23,650**	**26.58%**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

12 Equity share capital (Contd..)

e) Disclosure of shareholding of promoters*

Promoter name	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Ultramarine & Pigments Limited	2,19,72,040	18.22%	-8.76%	2,04,51,770	19.97%	0.00%
Jasmine Limited	67,71,880	5.62%	-14.98%	67,71,880	6.61%	0.00%
Sujata Sampath Family Trust	29,50,155	2.45%	-14.93%	29,50,155	2.88%	0.00%
Sampath Family Trust	29,50,155	2.45%	-14.93%	29,50,155	2.88%	0.00%
Parthasarathy Rangaswamy	2,13,582	0.18%	100.00%	91,961	0.09%	12.50%
Bhooma Parthasarathy	1,03,389	0.09%	125.00%	39,200	0.04%	0.00%
Indira Sundarrajan	18,84,345	1.56%	-14.75%	18,74,210	1.83%	0.00%
Tara Parthasarathy	28,825	0.02%	100.00%	8,555	0.01%	-98.61%
Meera Parthasarathy	20,270	0.02%	0.00%	-	0.00%	-100.00%
Vidhya S	4,83,197	0.40%	-14.89%	4,78,130	0.47%	0.00%
Varadharajan S	4,35,205	0.36%	-14.29%	4,35,205	0.42%	0.00%
Ramya Bharathram	3,95,811	0.33%	0.00%	3,38,920	0.33%	0.00%
Narayan S	90,000	0.07%	-36.36%	1,10,500	0.11%	-31.25%
Deepa Ajay	10,000	0.01%	0.00%	10,000	0.01%	-75.00%
Sundararajan V S	58,730	0.05%	-16.67%	58,730	0.06%	0.00%
Uttara B	-	0.00%	-100.00%	40,000	0.04%	0.00%
Sampath R	65,054	0.05%	25.00%	36,000	0.04%	0.00%
Bharathram V	46,891	0.04%	33.33%	30,000	0.03%	50.00%
Sujata Sampath	25,202	0.02%	100.00%	10,000	0.01%	0.00%
Vidya Family Trust	9,750	0.01%	0.00%	9,750	0.01%	0.00%
Ramya Family Trust	8,800	0.01%	0.00%	8,800	0.01%	0.00%
R Parthasarathy Family Trust	24,10,492	2.00%	-14.53%	23,98,330	2.34%	0.00%
Bhooma Parthasarathy Famiy Trust	23,45,774	1.95%	-14.47%	23,33,950	2.28%	0.00%
Rangaswamy Parthasarathy Huf	26,783	0.02%	100.00%	5,500	0.01%	0.00%
Meera Parthasarathy Famiy Trust	6,90,850	0.57%	-14.93%	6,90,850	0.67%	100.00%
Tara Parthasarathy Famiy Trust	7,30,450	0.61%	-14.08%	7,30,450	0.71%	100.00%
Gayathri Pravin	27,318	0.02%	-33.33%	27,318	0.03%	0.00%
Rangaswamy Sampath HUF	6,418	0.01%	0.00%	-	0.00%	
Uttara and Mukund Family Trust	5,067	0.00%	0.00%	-	0.00%	
	4,47,66,433	**37.14%**	**-11.34%**	**4,28,90,319**	**41.89%**	**-0.14%**

*The reduction in promoter shareholding percentage is due to issuance of additional equity shares during the year.

f) The Company had forfeited 40,000 equity shares of ₹ 1 each on which amount originally paid up was ₹ 22,500.

g) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and there were no buy back of shares during the last 5 years immediately preceding 31 March 2026.

h) No dividend has been declared (31 March 2025: Nil) or paid during the current year (31 March 2025: 1024) on the equity shares of the Company.

13 Capital management policies and procedures

The Company's capital management objectives are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company maintains a mixture of cash and cash equivalents, long-term debt and short-term committed facilities that are designed to ensure the Company has sufficient available funds for business requirements. There are no imposed capital requirements on the Company, whether statutory or otherwise.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

13 Capital management policies and procedures (Contd..)

The Company monitors capital using a ratio of 'net debt' to 'equity'. Net Debt is calculated as total borrowings (shown in note), less cash and cash equivalents.

The Company's net debt to equity ratio as at 31 March 2026 is as follows:

	As at 31 March 2026	As at 31 March 2025
Total borrowings	75,992	51,915
Less: Cash and cash equivalents	(2,306)	(6,376)
Net Debt	**73,686**	**45,539**
Total equity	**1,49,780**	**1,10,666**
Net Debt to equity ratio*	**49.20%**	**41.15%**

14 Other equity

	As at 31 March 2026	As at 31 March 2025
I. Surplus		
(a) Securities premium	51,338	1,971
(b) General reserve	4,283	4,283
(c) Retained earnings	77,005	83,551
Total Surplus	**1,32,626**	**89,805**
II. Other reserves		
Accumulated other comprehensive income		
(d) Equity instruments classified at FVTOCI	15,948	19,837
	15,948	**19,837**
III. Total other equity (I+II)	**1,48,574**	**1,09,642**
(a) Securities premium		
Balance at the beginning of the year	1,971	1,971
Add: Additions made during the year on issue of equity shares	49,367	-
Balance at the end of the year	**51,338**	**1,971**
Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.		
(b) General reserve		
Balance at the beginning of the year	4,283	4,283
Add: Additions made during the year	-	-
Balance at the end of the year	**4,283**	**4,283**
General reserve represents an appropriation of profits by the Company, which can be utilised for purposes such as dividend pay-out etc.		
(c) Retained earnings		
Balance at the beginning of the year	83,551	76,348
Add : Transfer from statement of profit and loss	(6,540)	8,221
Less : Transfer from Other comprehensive income	(6)	6
Less : Final dividend	-	(1,024)
Balance at the end of the year	**77,005**	**83,551**
Retained earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc.		
Accumulated other comprehensive income		
(d) Equity instruments classified at FVTOCI		
Balance at the beginning of the year	19,837	14,769
Add / (less) : Movement during the year	(3,889)	5,068
Balance at the end of the year	**15,948**	**19,837**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Other equity (Contd..)

The Company has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Company considers this to be more relevant.

15 Borrowings

Secured - measured at amortised cost (refer note (i) and (ii) below)

	As at 31 March 2026	As at 31 March 2025
Non-current borrowings		
Term loan from banks	42,786	43,905
Non-convertible debentures	9,895	-
Total	**52,681**	**43,905**
Less: Current maturities of long-term loan from banks	3,727	1,204
Non-current borrowings	**48,954**	**42,701**
Current borrowings		
Working Capital Demand Loan (WCDL) from bank	12,349	1,976
Sales Bills Discounted	1,089	4,034
Inter Corporate Loan	4,000	2,000
Buyers Credit from bank	5,873	-
Current maturities of long-term loan from banks	3,727	1,204
Current borrowings (as per balance sheet)	**27,038**	**9,214**
Total Borrowings	**75,992**	**51,915**

Notes:

i) As at 31 March 2026

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks (IDFC)	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-11%	18,847	1,000
Term loan from banks (Federal Bank)	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 31 December 2026 and ending on 31 August 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	17,856	2,000
Term loan from banks (CSB)	Repayable in 20 equal quarterly instalments of ₹100 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	2,356	125
Term Loan from banks (IDFC)	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	8%-11%	-0	101

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

15 Borrowings (Contd..)

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term Loan from banks (IDFC)	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	8%-11%	-	501
Non-convertible debentures	Repayment is scheduled in instalments, with 33% redeemable at the end of year 2, 33% at the end of year 3, and the remaining 34% at the end of year 4.	100% Pledge over unlisted equity shares of TCL Intermediates Private Limited	INR	11%-13%	9,895	-
Short Term Loan	Based on drawing power up to ₹18,000 lakhs, within 5 months from drawdown	First charge by way of hypothecation of current assets of the Company.	INR	8-10%	-	12,349
Corporate Loan	Loan shall be repayable within thirteen months from the date of disbursement of individual tranches	NIL	INR	12-15%	-	4,000
Buyers Credit	Based on Due Date, 90-180 days from the invoice date	NIL	INR	4-5%	-	5,873
Sales Bills Discounted	Based on Due Date, max - 180 days from the invoice date	NIL	INR	8-10%	-	1,089
					48,954	**27,038**

ii) As at 31 March 2025

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	19,808	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 30 November 2026 and ending on 31 August 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	19,816	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹100 lakhs, starting from 31 March 2027 and ending on 31 December 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	2,475	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-11%	101	201

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

15 Borrowings (Contd..)

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-11%	501	1,003
Working Capital Demand Loan	Based on drawing power up to ₹18,000 lakhs, within 5 months from drawdown	First charge by way of hypothecation of current assets of the Company.	INR	9%-10%	-	1,976
Inter-corporate loan	Repayable within six months from the date of disbursement	NIL	INR	9.25%	-	2,000
Invoice Bill Discounting	Repayable within 180 days from the date of invoice	NIL	INR	9.50%	-	4,034
					42,701	**9,214**

iii) Breach of financial covenants

Non-Convertible debentures having a carrying value of ₹ 9,895 lakhs are subject to compliance with certain financial covenants which include Gross Debt to Operating Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA'), Net Debt to Operating EBITDA, Debt Service Coverage Ratio, total debt limits (including term loans and fund-based working capital), and limits on total corporate guarantees, which are monitored at specified half yearly intervals commencing from March 2026 over the tenure of the facilities.

Term loans with a carrying value of ₹ 42,786 lakhs are subject to financial covenant ratios such as Net Debt to EBITDA, Net Debt to Total Net Worth, Debt Service Coverage Ratio, Total Outside Liabilities to Adjusted Total Net Worth, Current Ratio, and maintenance of specified external rating levels, that are largely monitored on an annual basis.

As per the terms of the respective financing arrangements, non-compliance with these covenants provides the lenders with a right to demand immediate repayment of the outstanding amounts and/or recall the facilities.

The Company was not in compliance with multiple applicable covenants as on 31 March 2026. However prior to the date of approval of the financial statements, formal waiver letters have been obtained from the respective lenders condoning the breach. Accordingly, the borrowings continue to be classified in accordance with their original contractual terms and no reclassification has been made on account of the covenant breaches in accordance with paragraph 74 of Ind AS 1 - Presentation of financial statements.

As at 31 March 2026, the Company is uncertain about its ability to meet the specified loan covenants as at 30 September 2026 and 31 March 2027, due to anticipated challenges in the operations. Notwithstanding the above, the borrowings have been classified as non-current, as the Company has an existing right to defer settlement for a period of at least twelve months after the reporting period.

iv) Reconciliation of movement of liabilities to cash flows arising from financing activities:

	Year ended 31 March 2026	Year ended 31 March 2025
Balance at the beginning of the year	51,915	18,034
A) Changes from financing cash flows		
(i) Proceeds from borrowings	98,861	90,409
(ii) Transaction costs related to borrowings	(259)	(425)
(iii) Repayment of borrowings	(76,189)	(56,172)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

15 Borrowings (Contd..)

	Year ended 31 March 2026	Year ended 31 March 2025
(iv) Interest expense paid	(7,290)	(4,300)
Total changes from financing cash flows	**15,123**	**29,512**
B) Other changes		
(i) Interest expense accrued	7,653	4,369
(ii) Effect of changes in foreign exchange rates	1,301	-
Total other changes	**8,954**	**4,369**
Balance at the end of the year	**75,992**	**51,915**

16 Lease Liabilities (Refer note 34)

	Year ended 31 March 2026	Year ended 31 March 2025
Current	-	327
Non current	-	279
Total	**-**	**606**

17 Provisions

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
(i) Gratuity	1,015	319	968	309
(ii) Compensated absences	-	434	282	172
	1,015	**753**	**1,250**	**481**

Provision for employee benefits

i) Gratuity

Gratuity is payable to all the employees at the rate of 15 days salary for each year of service. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The following table sets out the status of the Gratuity Plan and the amounts recognized in the financial statements :

	As at 31 March 2026	As at 31 March 2025
Change in present value of projected benefit obligation		
Present value of benefit obligation at the beginning of the year	1,277	1,167
Interest cost	85	84
Current service cost	104	107
Liability transferred (out)/in	(6)	1
Benefits paid	(134)	(75)
Actuarial (gain)/ loss	8	(8)
Projected benefit obligation at the end of the year	**1,334**	**1,277**
Thereof		
Unfunded	1,334	1,277

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Provisions (Contd..)

	As at 31 March 2026	As at 31 March 2025
Components of net gratuity costs are:		
Current service cost	104	107
Interest cost	85	84
Net gratuity costs recognised in the income statement (Also, refer note 26)	**189**	**191**
Actuarial (gain)/ loss recognised in other comprehensive income	**8**	**(8)**
Principal actuarial assumptions used:		
a) Discount rate	7.23%	6.65%
b) Long-term rate of compensation increase	10.00%	10.00%
c) Average future service	7 years	7 years
d) Attrition rate	10.00%	10.00%
e) Mortality table	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Employee benefits - Maturity profile (undiscounted)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2026	319	92	367	1,539	2,317
31 March 2025	309	146	298	1,333	2,086

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability.

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2026						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	-0.50%
Impact on defined benefit obligation	(8)	8	(38)	40	39	(37)

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	-0.50%
Impact on defined benefit obligation	(8)	9	(35)	37	36	(34)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Provisions (Contd..)

In presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

ii) Compensated absences

The Company permits encashment of compensated absences accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Company does not maintain any plan assets to fund its obligation towards compensated absences.

The principal actuarial assumptions used to determine the liability are same as disclosed for gratuity above.

Impact of new labour codes

The Government of India, on 21 November 2025, notified implementation of four new labour codes - Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes"). The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages. Based on the management's best estimates the impact of employee benefit obligations is not material to the statement of standalone financial statements for the year ended 31 March 2026. The Company will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

18 Trade payables

	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises (Also, refer note (b) below)	337	780
Total outstanding dues other than micro enterprises and small enterprises	17,899	39,608
	18,236	**40,388**

a) Trade payables ageing as on 31 March 2026

Particulars	Not due	Out standing for the following period from the due date				
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	78	114	114	30	1	337
(ii) Others	5,253	11,940	369	253	84	17,899
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	**5,331**	**12,054**	**483**	**283**	**85**	**18,236**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

18 Trade payables (Contd..)

Trade payables ageing as on 31 March 2025

Particulars	Not due	Out standing for the following period from the due date				
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	255	459	50	16	-	780
(ii) Others	36,914	2,176	394	113	11	39,608
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	**37,169**	**2,635**	**444**	**129**	**11**	**40,388**

b) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro and Small Enterprises under the said Act as follows :

	As at 31 March 2026	As at 31 March 2025
i) Principal amount remaining unpaid included in Trade payables	337	780
Principal amount remaining unpaid included in Capital creditors	-	1
ii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest due accrued and remaining unpaid at the end of each accounting year.	-	-
v) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

c) Supply chain financing

The Company participates in a supply chain financing arrangement (SCF) which is disclosed under trade payables under which its suppliers may elect to receive early payment of their invoice from a bank by factoring their receivable from the Company. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the Company and receives settlement from the Company at a later date.

The Company has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor the original liability was substantially modified on entering into the arrangement. From the Company's perspective, the arrangement does not extend payment terms beyond the normal terms agreed and therefore discloses the amounts factored by suppliers within trade payables because the nature and function of the financial liability remain the same as those of other trade payables. All payables under SCF presented under Trade payables aggregating to ₹ 11,663 lakhs as at 31 March 2026 and ₹ 1,085 lakhs as at 31 March 2025 are classified as current, of which suppliers have received payment from finance provider aggregating to ₹ 9,092 lakhs as at 31 March 2026 (31 March 2025: ₹ 719 lakhs). The payment due dates for both SCF and comparable trade payables not part of SCF are 90- 120 days.

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Company and their principal nature remains operating – i.e. payments for the purchase of goods and services. The payments to a supplier by the bank are considered non-cash transactions.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

19 Other financial liabilities

	As at 31 March 2026 Current	As at 31 March 2025 Current
Capital creditors	222	85
Employee related payables	484	695
Directors remuneration payable (Refer note 32 (c))	45	170
Unpaid dividend	87	117
Derivative liability	-	695
Financial guarantee contracts (Refer note 33 a (ii))	156	475
Other payables	2	2
	996	**2,239**

Notes:

(i) Unpaid dividend included above represents amounts to be credited to the Investors Education and Protection Fund as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

(ii) The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 21.

20 Other current liabilities

	As at 31 March 2026	As at 31 March 2025
Deposits from service providers	88	88
Statutory dues	143	194
Revenue received in advance	567	299
Other payables	3	7
	801	**588**

21 Disclosures on financial instruments

I. Financial instruments by category

	As at 31 March 2026			As at 31 March 2025		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial assets						
Investments						
- Equity instruments*	-	-	15,422	-	-	19,960
Loans	11,899	-	-	5,486	-	-
Trade receivables	32,746	-	-	23,421	-	-
Cash and bank balances	3,084	-	-	6,522	-	-
Foreign currency forward contracts	-	247	-	-	-	-
Other financial assets	798	-	-	4,923	-	-
Total financial assets	**48,527**	**247**	**15,422**	**40,352**	**-**	**19,960**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

	As at 31 March 2026			As at 31 March 2025		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial liabilities						
Borrowings	75,992	-	-	51,915	-	-
Lease liabilities	-	-	-	606	-	-
Trade payables	18,236	-	-	40,388	-	-
Other financial liabilities	996	-	-	1,544	695	-
Total financial liabilities	**95,224**	**-**	**-**	**94,453**	**695**	**-**

*Represents the equity securities which are not held for trading, and for which the Company has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Company considers this to be more relevant.

Investments in subsidiaries are carried at cost and have not been included in the disclosure above.

II. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

- **Level 1:** Quoted (unadjusted) prices in active markets for identical assets or liabilities
- **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table shows the levels within the hierarchy of financial assets/ liabilities measured at fair value

	Total	As at 31 March 2026 Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	15,422	15,422	-	-
Derivative financial assets				
Forward contracts	247	-	247	-
Non-financial assets				
Dahej CGU	8,965	-	-	8,965

	Total	As at 31 March 2025 Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	19,960	19,960	-	-
Derivative financial assets				
Forward contracts	695	-	695	-

Notes:

(i) Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV provided by the fund management company at the end of each reporting year.

(ii) Level 2: If Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, the instrument is classified as level 2.

(iii) Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

For determining fair values of non-financial assets, management relies on valuation performed by external valuers.

(iv) The Company has not disclosed the fair values for loans, cash and bank balances, trade receivables, other financial assets, trade payables, and other financial liabilities because their carrying amounts are a reasonable approximation to the fair value.

(v) There have been no transfers between levels 1 and 2 during the year.

III. Financial risk management

The Company's activities expose it to market risk, credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. The Company's senior management which is supported by a Treasury team manages these risks. The Treasury team advises on financial risks and the appropriate financial risk governance framework in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by the Treasury Team that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

The notes below explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Investments, trade receivables, cash and bank balances, contract assets, loans, other financial assets	Ageing analysis Credit ratings	Diversification of bank deposits, and credit limits and close Monitoring of Delinquincies.
Liquidity risk	Trade and other payables, other financial liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - interest rate	Long term Borrowings	Sensitivity analysis	Control through strong financial performance and compliance to stipulated sanction covenants
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian Rupee (₹)	Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

A. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables, taking pre-emptive action on over due receivables.

Trade receivables and contract assets

In respect of trade receivables, the Company is not exposed to any significant credit risk exposure with any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

number of customers in various geographical areas. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good.

Loss allowance for trade receivables are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Cash and bank balances and investments

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings and the company is in the process of constantly evaluating the risks associated with the investment.

Loans

Loans represent loans and advances extended to subsidiaries. Basis asssessment of the financial position of the subsidiaries and future projections, no loss allowance is recognised on the same.

Other financial assets

Other financial assets mainly comprises of security deposits which are given to customers or other governmental agencies, receivable form insurance company & suppliers in relation to contracts executed and are assessed by the Company for credit risk on a continuous basis.

B. Liquidity risk

Liquidity risk is that the Company will not be able to meet its obligations as they become due. The objective of liquidity risk management is to maintain suffcient liquidity and ensure that funds are available for use as and when required. The treasury team's risk management policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements, including that which is required for meeting the Project Requirements of the company. The Company manages the liquidity risk by maintaining adequate cash reserves, committed credit facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The Company considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. Cash flows from trade receivables are all contractually due within 30 - 90 days based on the credit period.

The following are the remaining contractual maturities of financial liabilities at the reporting date:

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2026				
Borrowings	22,626	9,755	60,114	-
Trade and other payables	18,236	-	-	-
Other financial liabilities	996	-	-	-
Total	**41,858**	**9,755**	**60,114**	**-**

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2025				
Borrowings	10,794	2,741	50,905	5,573
Lease Liabilities	185	189	291	-
Trade and other payables	40,388	-	-	-
Other financial liabilities	2,239	-	-	-
Total	**53,606**	**2,930**	**51,196**	**5,573**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

C. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign exchange risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's main exposure to interest risk arises from long term borrowings with floating rate.

Interest rate sensitivity analysis

The table below summarises the impact of increase/decrease of the interest rates at the reporting date, on the Company's equity and profit for the period. The analysis is based on the assumption of +/- 1% change.

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2026				
Term loan from bank and non-convertible debentures	527	(527)	394	(394)

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
Term loan from bank	439	(439)	329	(329)

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenues and purchases are denominated, and the functional currency of the Company. The functional currency of the Company is the Indian Rupee (₹). The currency in which these transactions are primarily denominated are in Indian Rupee (₹). Certain transactions are also denominated in USD or Euro.

Derivative financial instruments

The Company holds foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

	As at 31 March 2026	As at 31 March 2025
Financial assets		
Loans	6,276	-
Trade receivables	6,789	2,136
Cash and bank balances	412	3,027
Other financial assets	247	-

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

	As at 31 March 2026	As at 31 March 2025
Financial liabilities		
Trade and other payables	668	27,110
Borrowings	5,873	-
Other financial liabilities	-	695
Net assets/ (liabilities)	**7,183**	**(22,643)**

The details in respect of outstanding foreign currency forward contracts are as follows:

	As at 31 March 2026		As at 31 March 2025	
	USD in Millions	INR in Lakhs	USD in Millions	INR in Lakhs
Forward contract in USD (Buy)	-	-	50.11	43,760
Forward contract in USD - (Sell)	7.00	6,418	-	-

The foreign exchange forward contracts mature within 12 months. ₹ figures above have been calculated based on spot rates as at the reporting periods. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as at the Balance Sheet date (amount in millions of USD):

USD Contracts	As at 31 March 2026		As at 31 March 2025	
	Buy	Sell	Buy	Sell
Not later than one month	-	4.70	1.90	-
Later than one month and not later than three months	-	1.90	39.20	-
Later than three months and not later than one year	-	0.40	9.01	-
Total	**-**	**7.00**	**50.11**	**-**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee (₹) against USD at 31 March would have affected the measurement of financial instruments denominated in such foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant and also assumes a +/- 1% change of the INR /USD exchange rate at 31 March 2026 (31 March 2025: 1%). If the INR had strengthened against the USD by 1% during the year ended 31 March 2026 (31 March 2025: 1%) respectively, then this would have had the following impact profit before tax and equity before tax:

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2026				
USD	72	(72)	54	(54)

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
USD	(226)	226	(169)	169

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd..)

Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities. The Company's exposure to equity security prices arises from investments held by the Company and classified in the balance sheet as FVOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

Sensitivity analysis (+/ - 1%)

	OCI before tax		OCI, net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2026				
Quoted equity securities	154	(154)	132	(132)

	OCI before tax		OCI, net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2025				
Quoted equity securities	200	(200)	171	(171)

*No impact on profit before tax as these quoted instruments are carried at FVOCI.

22 Revenue from operations

	Year ended 31 March 2026	Year ended 31 March 2025
Sale of products*		
Manufactured goods	1,03,533	1,78,915
Traded goods (refer note (i) below)	24,805	4,748
	1,28,338	**1,83,663**
Revenue from Construction and project related activity ** (refer note (ii) below)	6,537	30,338
Gross sales	**1,34,875**	**2,14,001**
* Satisfied at a point in time		
** Satisfied over a period of time		
Other operating revenues		
Sales of power from wind operated generators	158	120
Income from letting out of storage facility	446	433
Duty drawback benefit	78	75
Export incentive	130	208
Sale of scrap (net of taxes recovered)	286	370
	1,098	**1,206**
	1,35,973	**2,15,207**

(i) Revenue from traded goods include sales to TCL Intermediates Private Limited aggregating to ₹ 23,287 lakhs (refer note 32 (b)), where the Company is determined to be the principal to the transaction as the Company has right to direct the use and carries inventory risk.

(ii) Revenue from Construction and project related activity include amounts recognised in respect of TCL Specialties LLC for construction & installation of modular plants in USA amounting to ₹ 6,537 lakhs (refer note 32 (b)). The project and related activities were completed during the year, causing the variance.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

22 Revenue from operations (Contd..)

Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers"

The following table provides information about contract assets and contract liabilities from contracts with customers.

i. Movement in contract balances during the year.

Particulars	2025-26			2024-25		
	Contract Assets	Unbilled revenue/ (Contract Liabilities)	Net contract balances	Contract Assets	Unbilled revenue/ (Contract Liabilities)	Net contract balances
Opening balance as on 1 April	1,412	4,165	(2,753)	5,167	1,495	6,662
Closing balance as on 31 March	-	82	(82)	1,412	4,165	5,577
Net increase/(decrease)	**(1,412)**	**(4,083)**	**2,671**	**(3,755)**	**2,670**	**(1,085)**

a) Contract asset represents costs incurred to fulfil a contract which will be amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date adjusted for cost incurred which do not contribute to Company's progress in satisfying the performance obligation as on date, to the total estimated cost attributable to the performance obligation. During the year, the project and the related construction activities were completed, resulting in the full amortisation of the contract fulfilment costs in line with the progress achieved under the contract.

b) Contract liability represents net of amount received from TCL Specialties LLC for construction & installation of modular plants in USA and amount of revenue recognised. Unbilled revenue represents amount to be billed to TCL Specialties LLC based on completion of performance obligation. Movement in contract liabilities during the year is attributable to amounts billed upon satisfaction of the performance obligation, following the completion of the project and related construction activities. Such amounts shall become due and payable upon commissioning of the plant.

c) Revenue recognised from opening balance of contract liabilities amounts to Nil (Previous year: Nil).

d) Cost to obtain the contract: Nil (Previous year: Nil)

e) The Group's exposure to credit losses for trade receivables and contract assets is disclosed in note 21.

f) The transaction price relating to future performance obligation will be cost incurred plus applicable transfer pricing margin.

h) There are no material adjustments between the contracted price and revenue recognised in the statement of profit and loss.

23 Other income

	Year ended 31 March 2026	Year ended 31 March 2025
Interest income financial assets carried at amortised cost (Also, refer note 32 (b))	930	394
Dividend income from financial assets carried at FVTOCI	282	222
Profit on sale of property, plant and equipment, net	9	149
Profit on sale of lease hold rights	52	-
Rental income	276	54
Excess provisions/ sundry balances written back (net)	32	322
Gain on fair valuation of derivatives (net)	482	-
Expenses and services recharged (Also, refer note 32 (b))	658	403
Amortization of financial guarantee (Also, refer note 32 (b))	630	1,336
Insurance claims	1	192
Miscellaneous receipts	3	48
	3,355	**3,120**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

24 a) Cost of materials consumed and purchase of stock-in-trade

	Year ended 31 March 2026	Year ended 31 March 2025
Inventory at the beginning of the year	10,212	15,169
Add : Purchases during the year	75,577	1,33,178
	85,789	**1,48,347**
Less: Inventory at the end of the year	5,657	10,212
	80,132	**1,38,135**
Purchase of stock-in-trade		
Purchase of machinery spares and other chemicals	24,885	4,660
	24,885	**4,660**
b) Project material and contract costs	**6,178**	**28,831**

25 Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended 31 March 2026	Year ended 31 March 2025
Opening stock		
Finished goods	2,759	3,220
Work-in-progress	1,840	1,705
Stock-in-trade	37	60
	4,636	**4,985**
Closing stock		
Finished goods	1,534	2,759
Work-in-progress	1,532	1,840
Stock-in-trade	338	37
	3,404	**4,636**
Changes in inventories	**1,232**	**349**

26 Employee benefits expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Salaries, wages and bonus	4,862	5,092
Gratuity expense (Also, refer note 17)	189	191
Contribution to provident and other funds	289	291
Staff welfare expenses	239	307
	5,579	**5,881**

27 Finance costs

	Year ended 31 March 2026	Year ended 31 March 2025
Interest expense	7,292	4,012
Other borrowing costs	401	436
	7,693	**4,448**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

28 Other expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Stores and spares consumed	1,269	1,468
Power and fuel	5,610	4,616
Repairs to:		
- Machinery	1,901	2,317
- Buildings	279	537
- Others	39	36
Packing expenses and materials consumed	1,111	1,521
Freight and forwarding	4,409	6,992
Commission and brokerage	5	3
Rent*	263	589
Rates and taxes	420	294
Insurance	389	372
Travelling and conveyance	259	386
Communication expenses	54	62
Research and development expenses	195	191
Expenses on wind operated generators	57	57
Legal and professional charges (Also, refer note 30)	737	637
Commission to non-executive directors (Also, refer note 32 (b))	45	90
Provision for expected credit losses (Also, refer note 6 and 10)	52	-
Corporate social responsibility expenditure (Also, refer note 31)	196	280
Donations	3	10
Loss on foreign currency transaction / translation (net)	939	191
Loss on fair valuation of derivatives	-	497
Miscellaneous expenses	1,077	1,036
	19,309	**22,182**

*The Company has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116 which amounts to ₹ 263 lakhs during the current year ended 31 March 2026 (₹ 589 lakhs in previous year).

29 Earnings / (loss) per equity share (EPS)

	Year ended 31 March 2026	Year ended 31 March 2025
Basic and diluted earnings / (loss) per share (₹)		
On profit / (loss) for the year	(5.81)	8.03

Notes:

The earnings/(loss) and weighted average numbers of equity shares used in the calculation of basic and diluted earnings per share are as follows:

	Year ended 31 March 2026	Year ended 31 March 2025
(a) Earnings / (loss) used in the calculation of basic and diluted earnings per share:		
Profit / (loss) for the year	(6,540)	8,221
(b) Weighted average number of equity shares used in the calculation of basic and diluted earnings per share:		
Weighted average number of equity shares outstanding during the year	11,26,18,798	10,23,88,120

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

30 Payments to auditor (excluding tax)

	Year ended 31 March 2026	Year ended 31 March 2025
Statutory audit and limited reviews	70	57
Tax audit	3	3
Certification and others	25	4
Total	**98**	**64**

31 Expenditure on Corporate Social Responsibility (CSR)

	Year ended 31 March 2026	Year ended 31 March 2025
(a) Gross amount required to be spent by the company during the year	196	278
(b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	196	280
(c) Shortfall/ (Excess) spent at the end of the year	-	(2)
(d) Details of related party transactions		
Thirumalai Charity Trust	193	250
Akshya Vidhya Trust	-	-
(e) Whether any provision made based on contractual obligation to undertake CSR activity	Yes	No

Nature of Activities

Program for early Detection, Monitoring and Control of Non-Communicable Diseases (NCD) in the Community; Promoting health care including preventive health care for children.

32 Related parties

a) Names of related parties and nature of relationship:

Nature of relationship	Name of related party
Subsidiary Companies	Cheminvest Pte. Limited (CPL)
	Optimistic Organic Sdn Bhd (OOSB)
	Lapiz Europe Limited
	TCL Global B.V.
	TCL Inc.
	TCL Specialties LLC.
	TCL Intermediates Private Limited
Key Management Personnel	**Company Executives**
	Mr. R.Parthasarathy (Chairman and Managing Director)
	Mrs. Ramya Bharathram (Managing Director and Chief Financial Officer)
	Mr. C.G Sethuraman (Group Chief Executive Officer) up to 01 July 2025
	Mr. Sanjay Sinha (Chief Executive Officer)
	Mr. Aditya Sharma (Company Secretary) w.e.f 18 August 2025
	Mr. R PramodKumar (Company Secretary) up to 18 August 2025

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

32 Related parties (Contd..)

Nature of relationship	Name of related party
	Other Directors
	Mr. Rajkumar Kataria (Non executive Director) w.e.f 16 May 2025
	Mr. R. Sampath (Non Exeutive Director) upto 14 August 2025
	Mr. Arun Ramanathan (Independent Director) upto 21 July 2025
	Mr. Arun Alagappan (Independent Director) up to 31 March 2026
	Mr. Rajeev M Pandia (Independent Director)
	Mrs. Bhama Krishnamurthy (Independent Director)
	Mr. M. Somasundaram (Independent Director)
	Mr. P Mohanachandra Nair (Director)
	Mr.Meghav Deepak Mehta (Independent Director) w.e.f 10 June 2025
	Mrs.Dayashanker S abitha (Independent Director) w.e.f 16 May 2025
Enterprise having transaction with the company during the current year/ previous year over which the Key Managerial Personnel and their relatives are able to exercise significant influence	Ultramarine and Pigments Limited (UPL) Thirumalai Charity Trust (TCT)

b) Transactions with related parties

Transaction	Related Party	Year ended 31 March 2026	Year ended 31 March 2025
Remuneration to Key Managerial Personnel*	Mr. R.Parthasarathy	354	333
	Mrs. Ramya Bharathram	240	221
	Key Managerial Personnel other than directors	341	586
Director sitting fees	Independent and non-executive directors	90	67
Commission	Non - executive directors	45	90
Purchase of goods	Optimistic Organic Sdn Bhd	85	252
	TCL Intermediates Private Limited	608	-
	Ultramarine and Pigments Limited	-	1
Sale of goods	Optimistic Organic Sdn Bhd	-	261
	TCL Global BV	3,027	4,054
	TCL Intermediates Private Limited	23,287	4,843
	TCL Specialties LLC	113	-
Revenue from construction project	TCL Specialties LLC	6,537	30,338
Rendering of services	Optimistic Organic Sdn Bhd	11	79
	Ultramarine and Pigments Limited	43	47
	TCL Intermediates Private Limited	730	15
	TCL Specialties LLC	86	-
Reimbursment of expenses paid	TCL Intermediates Private Limited	61	115
Reimbursment of expenses received	TCL Intermediates Private Limited	29	11
	TCL Global B.V.	72	-
Receipt of services	Ultramarine and Pigments Limited	23	25
	Thirumalai Charity Trust	10	9
	TCL Intermediates Private Limited	17	-
	TCL Global B.V.	219	94
Fair value of guarantee commission	TCL Specialties LLC	312	644
	TCL Intermediates Private Limited	-	111

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

32 Related parties (Contd..)

Transaction	Related Party	Year ended 31 March 2026	Year ended 31 March 2025
Guarantee commission	TCL Specialties LLC	630	895
	Optimistic Organic Sdn Bhd	-	41
	TCL Intermediates Private Limited	532	707
Corporate social responsibility expenditure	Thirumalai Charity Trust	193	250
Interest income on loan given	TCL Global BV	29	-
	TCL Intermediates Private Limited	546	86
Loans obtained	Ultramarine and Pigments Limited	-	2,000
Interest on loans obtained	Ultramarine and Pigments Limited	133	10
Equity infusion into subsidiaries	TCL Global B.V.	40,313	42,553
	TCL Intermediates Private Limited	-	3,500
Loan repaid	Ultramarine and Pigments Limited	2,000	-
Loans given to Subsidiaries	TCL Intermediates Private Limited	50	5,400
	TCL Global B.V.	6,035	-

*Remuneration pertain to short term employee benefits. As the present value of obligation towards gratuity is determined for all the employees in aggregate, the post-employment benefits and other long-term benefits relating to key management personnel cannot be ascertained individually.

c) Balances with related parties

Particulars	Related Party	As at 31 March 2026	As at 31 March 2025
Trade receivables	Optimistic Organic Sdn Bhd	-	131
	TCL Specialties LLC.	5,455	-
	TCL Global B.V.	349	723
	TCL Intermediates Private Limited	17,889	5,730
Other financial assets	TCL Specialties LLC.	82	4,165
Trade payables	Optimistic Organic Sdn Bhd	-	26
	TCL Global B.V.	20	-
	TCL Intermediates Private Limited	708	7
	Thirumalai Charity Trust	7	-
Deposits payable	Ultramarine and Pigments Limited	-	14
Loans payable	Ultramarine and Pigments Limited	-	2,010
Loans receivable	TCL Intermediates Private Limited	5,623	5,486
	TCL Global B.V.	6,276	-
Directors remuneration payable (including commission to non-executive directors)	Key Managerial Personnel	45	170

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free (except for loans) and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2025: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

For details of Corporate Guarantees issued by the Company on behalf of its subsidiaries, refer note 33.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

33 Contingent liabilities and commitments

a) Contingent liabilities

	As at 31 March 2026	As at 31 March 2025
i) Claims against the Company, not acknowledged as debts		
Income tax demand including interest contested in Appeal "(Refer note (i) and (ii) below)	775	120

Notes

(i) No provision has been made in respect of disputed demands as at 31 March 2026 from Income-tax Authorities to the extent of H 775 Lakhs since the Company has reasons to believe that it would get relief at the appellate stage.

(ii) No provision has been made in respect of disputed demands as at 31 March 2025 from Income-tax Authorities to the extent of H 120 Lakhs since the Company has reasons to believe that it would get relief at the appellate stage as the said demands are excessive and erroneous. Against the above, the Company has already paid H 343 Lakhs.

	As at 31 March 2026	As at 31 March 2025
ii) Guarantees		
Corporate guarantee issued by the Company on behalf of its subsidiaries		
a) Optimistic Organic Sdn Bhd	-	4,239
b) TCL Intermediates Private Limited*	52,689	53,227
c) TCL Specialties LLC	71,887	64,999
Bank Guarantee issued by the company to various parties.	830	830

* The corporate guarantee of ₹ 52,689 lakhs given on behalf of TCL Intermediates Private Limited relates to term loan facilities from lenders, which were taken over during the year, along with the corresponding guarantee.

b) Commitments

	As at 31 March 2026	As at 31 March 2025
i) Estimated amount of contracts to be executed on capital account and not provided for	74	1,009
- Against which advances paid	22	-

ii) The Company has various lease contracts that are non cancellable and the future lease payments for these non-cancellable lease contracts are Nil (31 March 2025: ₹ 665 lakhs) Refer note 16.

34 Leases

i) The Company has entered into lease arrangements for building that are renewable on a periodic basis with approval of both lessor and lessee.

ii) The Company does not have any lease commitments towards variable rent as per the contract.

iii) The following are amounts recognised in profit or loss:-

	Year ended 31 March 2026	Year ended 31 March 2025
Depreciation expense of right-of-use assets	253	334
Interest expense on lease liabilities	39	79
	292	**413**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

34 Leases (Contd..)

iv) Total cash outflow pertaining to leases

	Year ended 31 March 2026	Year ended 31 March 2025
Total principal cash outflow pertaining to leases during the year ended	(239)	(289)
Total interest cash outflow pertaining to leases during the year ended	(39)	(79)
	(278)	**(368)**

v) Class of underlying asset for Right of use

	As at 31 March 2026	As at 31 March 2025
Lease hold land	1,575	1,957
Tank	-	948
	1,575	**2,905**

35 Ratios

S. no	Particulars	Numerator	Denominator	31-Mar-26	31-Mar-25	% Variance	Remarks
1	Current ratio	Current assets	Current liabilities	1.28	1.11	15.85%	Not applicable
2	Debt service coverage ratio	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest	Debt Service = Interest + Lease payments + Principal repayments	0.06	0.31	-78.99%	Movement in ratio is on account of losses incurred during the year and availment of additional borrowings during the current year.
3	Debt equity ratio	Outstanding borrowings	Shareholders' equity	50.74%	46.91%	8.15%	Not applicable
4	Return on equity ratio	Net profit after taxes	Average shareholders' equity	-5.02%	7.86%	-163.86%	The movement observed is a result of losses incurred in the current year.
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	7.93	7.54	5.13%	Not applicable
6	Trade receivables turnover ratio	Net credit sales	Average accounts receivable	4.84	10.78	-55.09%	Movement is on account of decrease in revenue from operations during the current year.
7	Trade payables turnover ratio	Net Credit Purchases	Average Payables	3.43	3.18	7.78%	Not applicable
8	Net capital turnover ratio	Net sales	Working capital	10.03	37.43	-73.22%	Movement is on account of decrease in sales during the current year.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

35 Ratios (Contd..)

S. no	Particulars	Numerator	Denominator	31-Mar-26	31-Mar-25	% Variance	Remarks
9	Net profit ratio	Net profit	Net sales	-4.81%	3.82%	-225.91%	Movement is on account of losses incurred during the current year.
10	Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible net worth + Total debt + Deferred tax liability	-0.68%	9.28%	-107.33%	Movement is on account of losses incurred during the current year.
11	Return on investment	Net profit after taxes	Net block of PPE	-18.52%	22.43%	-182.55%	Movement is on account of losses incurred during the current year.

Note

a) Explanations have been provided for any change in the ratio by more than 25% as compared to 31 March 2025.

36 Segment reporting

Per Para 4 of Ind AS 108 Operating Segments, when entity's financial report contains both the consolidated financial statements of a parent that is within the scope of this Ind AS well as the parent's standalone financial statements, segment information is required only in the consolidated financial statements. Hence segment information is disclosed as a part of consolidated financial statements for the year ended 31 March 2026.

37 Transfer pricing

As per the Transfer pricing norms introduced in India with effect from 1 April 2001, the Company is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 has been completed and the contracts are recorded at arm's length basis.

38 Compliance with audit trail requirements

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2026, the Company has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes since it consumes storage space on the disk and can impact database performance significantly. The access to database IDs with Data Manipulation Language (DML) authority, which can make direct data changes (create, change, delete) at database level are limited to specific individuals and no changes have been made at database level during the current year.

Further, the Company has used another accounting software which is operated by a third-party software service provider for maintaining payroll records. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization) does not include details on testing of controls relating to audit trail feature at database level.

Furthermore, except for the abovementioned instances the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

39 Additional regulatory information

(i) No loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

(ii) The Company does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(iii) The Company is not declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(iv) The Company has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

(v) There are no charges or satisfaction yet to be registered with Registrar of companies (ROC).

(vi) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(vii) There are no Scheme of Arrangements placed before the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 for approval.

(viii) The Company has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2026 and 31 March 2025.

(ix) The Company did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

40 Going Concern

The Company has incurred a net loss (before tax) of ₹ 9,465 lakhs and has reported negative operating cashflows of ₹ 20,562 lakhs for the year ended 31 March 2026. As at that date, its current liabilities exceeds its current assets (excluding loans/receivables from subsidiaries amounting to ₹ 34,715 lakhs) by ₹ 21,153 lakhs. However, the Company's current assets including loans/receivables from subsidiaries exceeds its current liabilities by ₹ 13,562 lakhs. As at 31 March 2026, current liabilities include ₹ 19,311 lakhs relating to short-term working capital and cash credit facilities availed from banks. These facilities are revolving in nature and are subject to periodic renewals. Based on past experience, the Company has not encountered any difficulty in renewing such facilities. Further, the management has taken various initiatives to strengthen its short-term liquidity position including entering into various working capital funding arrangements with banks and initiating discussions with prospective lenders to raise funds subsequent to the balance sheet date. Considering the cash flow projections, future business plans including plans for raising proposed funding, together with the revolving nature of existing working capital facilities and unutilized credit facilities available with the Company to meet its operational requirements, the management believes that the Company will be able to realize its assets and settle its liabilities in the normal course of business. Accordingly, the management has prepared these standalone financial statements on going concern basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

41 Events after the reporting period

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2026) and the date of approval of these financial statements (30 May 2026), other than as disclosed in these standalone financial statements.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

R Parthasarathy
Managing Director
(DIN : 00092172)
Place: California
Date: 30 May 2026

M Somasundaram
Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Independent Auditor's Report

To
The Members of
Thirumalai Chemicals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Thirumalai Chemicals Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in **Annexure 1**, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cashflows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2026, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment of property, plant and equipment (including Capital work in progress and Right-of-use assets)

Key audit matter	How the matter was addressed in the audit
(Refer Note 2.8 and 3 to the accompanying consolidated financial statements for the material accounting policy information on impairment of non-financial assets and relevant details of impairment assessment) As at 31 March 2026, the Group is carrying Property, Plant and Equipment (PPE) and Right-of-use (ROU) assets at D1 Dahej Plant aggregating to ₹ 9,409 lakhs	Our audit procedures and procedures performed by component auditor included, but were not limited to, the following: a) Obtained an understanding of the management's process and evaluated design and tested operating effectiveness of key controls on identification of CGUs and identification of indicators of impairment and impairment assessment as per Ind AS 36;

Key audit matter	How the matter was addressed in the audit
(gross of impairment) and PPE including capital work-in-progress (CWIP) and Right-of-use (ROU) assets pertaining to one of the subsidiary of the Holding Company, Optimistic Organic Sdn Bhd, aggregating to ₹ 12,468 lakhs (gross of impairment), each being considered to be separate cash generating units (CGUs) as disclosed in aforesaid note. Considering the increased downtime and D1 Dahej plant and subsidiary's plant being non-operational for substantial part of the year due to adverse market conditions, the management has identified that indicators exist that requires the management to test the carrying value of related CGUs for possible impairment in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36'). The management's assessment of the recoverable amount of CGUs requires estimation and judgement around identification of CGUs and assumptions used in the determination of recoverable amount by using the fair value less cost of disposal as per Ind AS 36. The key assumptions supporting management's assessment of the recoverable amount of CGUs are determination of estimated selling costs, salvage values, replacement costs, liquidity discounts and adjustments for pre-operative expenses. Changes to assumptions could lead to material changes in estimated recoverable amount and consequent impact on impairment of the CGUs. Based on the aforesaid assessment, the Group has recorded ₹ 798 lakhs as impairment loss on the aforesaid PPE including CWIP and ROU assets during the current year as the recoverable amount of the CGUs is lower than its carrying amount. Considering the significance of the amounts involved, and auditor attention required to test the appropriateness of accounting estimate that involves high estimation uncertainty and significant management judgement, this matter has been determined to be a key audit matter for the current year audit.	b) Evaluated the appropriateness of Group's accounting policy in respect of impairment assessment and the methods used to determine the recoverable amounts of CGUs in accordance with the requirements of Ind AS 36; c) Assessed the professional competence, objectivity and capabilities of the valuation expert used by the management for performing required calculations to estimate the recoverable amount of the CGUs; d) Involved auditor's valuation expert to assess the appropriateness of the recoverable amount determined by the management and to test reasonability of the assumptions used therein; e) Tested the arithmetical accuracy of the calculations performed by the management' expert; and f) Assessed the appropriateness and adequacy of disclosures made by the management in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.

Capital work-in-progress and property, plant and equipment:

Key audit matter	How the matter was addressed in the audit
Refer note 2.8 and 3 to the accompanying consolidated financial statements for the material accounting policy information and relevant details of capital work-in-progress and property, plant and equipment. The Group is in the process of constructing new plants / augmenting existing assets ('projects') for expanding/ improving its business operations. During the year, the Group has incurred a total sum of ₹ 103,728 lakhs towards additions made to capital work-in-progress.	Our audit procedures included, but were not limited to, the following: a) Obtained an understanding of the business process and assessed the appropriateness of the accounting policy adopted by the Group in accordance with Ind AS 16; b) Performed walk-through of the capitalisation process and evaluated the design and tested the operating effectiveness of the controls in the process; c) Tested the additions made to capital work-in-progress and PPE on a sample basis by checking underlying supporting documents to ensure such items are recorded accurately in the correct period, in accordance with the requirements of Ind AS 16;

Key audit matter	How the matter was addressed in the audit
During the year, the Group has also capitalised ₹ 8,003 lakhs based on completion of various projects as per recognition criteria provided under Ind AS 16, Property, plant and equipment ('Ind AS 16'). There are various areas where management judgement impacts the carrying value of property, plant and equipment (PPE) and capital work-in-progress. These include the decision to capitalise or expense costs, the unit of measure to be used for capitalization, determining what constitutes an item of property, plant and equipment and the timeliness of capitalization based on when the assets are ready to put to use. The estimates and assumptions used to determine the carrying amounts, including whether and when to capitalise or expense certain direct & indirect costs, and the determination of depreciation charges are material to the Group's financial position and performance. Inappropriate timing of capitalization of the project and/or identification of significant parts of PPE could result in material misstatement of capital work-in-progress / PPE with a consequent impact on depreciation charge and results for the year. In view of the significance of capital expenditure during the year, the nature and volume of transactions, complexity and judgement involved in determination of eligible costs for capitalization, the aforesaid matter has been identified as a key audit matter for the current year.	d) Assessed that the borrowing cost capitalised during the year is in accordance with the accounting policy of the Company and Ind AS 23, Borrowing cost; e) Obtained the project completion certificate provided by the management for projects completed during the year, to ensure the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the management; f) Assessed the appropriateness of timing of capitalization, identification of significant parts of PPE that are depreciated separately and useful lives considered for calculation of depreciation charge; and g) Evaluated the appropriateness and adequacy of the disclosures made in the consolidated financial statements in accordance with the applicable accounting standards.

Revenue recognition – Sale of manufactured goods

Key audit matter	How the matter was addressed in the audit
Refer Note 2.6 and Note 21 to the accompanying consolidated financial statements for the material accounting policy information on revenue recognition and relevant details of revenue recognised during the year. Revenue of the Group consists primarily of sale of manufactured products to the customers. The Group recognises the revenue in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers (Ind AS 115), at point in time when the Group satisfies its performance obligation by transferring the control of goods to its customers and there is no unfulfilled obligation. The revenue is measured based on the transaction price specified in the contract, net of discounts and goods and services tax. The Company also focuses on revenue as a key performance measure, which could create an incentive for overstating revenue and thus, the timing of revenue recognition is critical as there is a risk of revenue being recognised before the control is transferred to the customers. Owing to the above and volume of transactions, revenue is determined to be an area involving significant risk and hence, requires significant auditor attention.	Our audit procedures included, but were not limited to, the following: a) Obtained an understanding of the business process and assessed the appropriateness of the Group's revenue recognition accounting policy in accordance with Ind AS 115; b) Evaluated the design and tested the operating effectiveness of key controls in respect of revenue recognition; c) Performed substantive testing by selecting samples of revenue transactions recorded during the year including specific periods before and after the financial year end by verifying the underlying supporting documents, which included sales invoices, contracts and shipping documents to ensure that the correct amount of revenue is recorded in the correct period; d) Scrutinised for any unusual non-standard journal entries based on certain criteria which impacts revenue recognized during the year; e) Tested the credits made to revenue account subsequent to the period end; and

Key audit matter	How the matter was addressed in the audit
Considering the volume of transactions, materiality of the amount involved as mentioned above, revenue recognition has been identified as a key audit matter for the current year audit.	f) Assessed the appropriateness and adequacy of disclosures made by the management in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

    - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of two subsidiaries, whose financial statements reflects total assets of ₹ 38,467 lakhs as at 31 March 2026, total revenues of ₹ 3,318 lakhs and net cash outflows amounting to ₹ 4,361 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Further, these subsidiaries, are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. The accompanying consolidated financial statements include the financial statements of one subsidiary which have not been audited, and whose financial statements reflect total assets of ₹ 34 lakhs as at 31 March 2026, total revenues of NIL and net cash outflows amounting to ₹ 3 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements has been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company, and its subsidiary incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of companies included in the consolidated financial statements for the year ended 31 March 2026 and covered under the Act we report that:

Following are the qualifications/adverse remarks reported by us in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date:

S No	Name	CIN	Holding Company / subsidiary / Associate / Joint Venture	Clause number of the CARO report which is qualified or adverse
1	TCL Intermediates Private Limited	U24290TN2021PTC148609	Subsidiary	(vii) (a)

19. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) Except for the matters stated in paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary and taken on record by the Board of Directors of the Holding Company and its subsidiary, covered under the Act, none of the directors of the Holding Company and its subsidiary are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 19(b) above on reporting under section 143(3)(b) of the Act and paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary covered under the Act, and the operating effectiveness of such controls, refer to our separate report in '**Annexure A**' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 32 to the consolidated financial statements;

   ii. The Holding Company and its subsidiary, incorporated in India whose financial statements have been audited under the Act did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026.;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary incorporated in India whose financial statements have been audited under the Act during the year ended 31 March 2026;

   iv. a. The respective managements of the Holding Company and its subsidiary, incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief other than as disclosed in note 4 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

   b. The respective managements of the Holding Company and its subsidiary, incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of their knowledge and belief, other than as disclosed in the note 4 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries, from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses

(a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 36 to the consolidated financial statements and based on our examination which included test checks of the Holding Company and the subsidiary which are companies incorporated in India and audited under the Act, except for instances mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 01 April 2025, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for instances mentioned below the audit trail has been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of accounting records by the Holding Company and its subsidiary.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of payroll records by the Holding Company and its subsidiary is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 26059139OHUAEQ4656
Chennai
30 May 2026

Annexure 1

List of subsidiaries included in the consolidated financial statements

1. Optimistic Organic Sdn. Bhd, Malaysia
2. Cheminvest Pte Ltd., Singapore
3. Lapiz Europe Limited., Europe
4. TCL Global B.V., The Netherlands
5. TCL Inc., United States of America
6. TCL Specialties LLC., United States of America
7. TCL Intermediates Private Limited., India

Annexure A

to the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the consolidated financial statements for the year ended 31 March 2026

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Thirumalai Chemicals Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary Company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which is covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary company covered under the act as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and

that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary company, which is covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 26059139OHUAEQ4656
Chennai
30 May 2026

Consolidated Balance Sheet

as at 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	3	1,14,136	1,14,507
Capital work-in-progress	3	2,51,843	1,35,211
Intangible assets	3	33	14
Right of use assets	3	10,902	10,627
Financial assets	20		
(i) Investments	4	15,422	19,960
(ii) Other financial assets	5	686	799
Income tax assets (net)	6	489	495
Other non-current assets	7	469	2,961
Total non-current assets		**3,93,980**	**2,84,574**
Current assets			
Inventories	8	18,468	24,727
Financial assets	20		
(i) Trade receivables	9	19,700	19,899
(ii) Cash and cash equivalents	10	6,399	18,291
(iii) Bank balances other than (ii) above	10	19,804	17,444
(iv) Other financial assets	5	1,345	698
Income tax assets	6	1,387	1,070
Other current assets	7	12,573	13,972
Total current assets		**79,676**	**96,101**
Total assets		**4,73,656**	**3,80,675**
Equity and Liabilities			
Equity			
Equity share capital	11	1,206	1,024
Other equity	13	1,55,154	1,14,543
Total equity		**1,56,360**	**1,15,567**
Non-current liabilities			
Financial liabilities	20		
(i) Borrowings	14	1,56,584	1,40,066
(ii) Lease liabilities	15	7,954	7,397
(iii) Other financial liabilities	16	14,711	13,155
Other non- current liabilities	19	4,543	4,108
Deferred tax liabilities	6	2,686	6,401
Provisions	16	1,088	1,384
Total non-current liabilities		1,87,566	1,72,511
Current liabilities			
Financial liabilities	20		
(i) Borrowings	14	52,716	30,592
(ii) Lease liabilities	15	217	508
(iii) Trade payables	17		
(A) Total outstanding dues of micro enterprises and small enterprises		725	488
(B) Total outstanding dues other than micro enterprises and small enterprises		27,982	44,355
(iv) Other financial liabilities	18	44,401	15,515
Provisions	16	803	493
Current tax liabilities	6	78	-
Other current liabilities	19	2,808	646
Total current liabilities		**1,29,730**	**92,597**
Total Liabilities		**3,17,296**	**2,65,108**
Total equity and liabilities		**4,73,656**	**3,80,675**

Notes 1 to 39 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

R Parthasarathy
Managing Director
(DIN : 00092172)
Place: California
Date: 30 May 2026

M Somasundaram
Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Consolidated Statement of Profit and Loss

for the period ended 31st March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Note	Year ended 31 March 2026	Year ended 31 March 2025
Income			
Revenue from operations	21	1,73,552	2,04,951
Other income	22	1,871	2,060
Total income		**1,75,423**	**2,07,011**
Expenses			
Cost of materials consumed	23	1,33,498	1,55,278
Purchase of stock-in-trade	23	1,769	4,660
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	1,493	(1,267)
Employee benefits expense	25	8,784	8,847
Finance costs	26	8,900	4,915
Depreciation and amortisation expenses	3	8,836	6,110
Other expenses	27	31,524	32,553
Total expenses		**1,94,804**	**2,11,096**
(Loss) before tax and exceptional item		**(19,381)**	**(4,085)**
Exceptional item	3	798	
(Loss) before tax		**(20,179)**	**(4,085)**
Tax expense	6		
- Current tax		41	2,214
- Tax for earlier years		(350)	-
- Deferred tax		(3,079)	(1,689)
Total Tax Expense		**(3,388)**	**525**
Profit / (Loss) for the year		**(16,791)**	**(4,610)**
Other comprehensive income:			
(A) Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		12,027	1,188
Cash flow hedge reserve		(130)	318
		11,897	**1,506**
(B) Items that will not be reclassified to profit or loss			
- Re-measurements of defined benefit liabilities	16	25	8
- Equity instruments through other comprehensive income		(4,538)	6,020
- Income tax relating to items that will not be reclassified to profit and loss	6	651	(954)
		(3,862)	**5,074**
Other comprehensive income for the year, net of tax (A + B)		**8,035**	**6,580**
Total comprehensive income/ (Loss) for the year		**(8,756)**	**1,970**
Loss per equity share	28		
Basic and diluted (in ₹)		(14.91)	(4.50)

Notes 1 to 39 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

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(DIN : 00092172)
Place: California
Date: 30 May 2026

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Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Consolidated Statement of Changes in Equity

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

A. Equity Share Capital

As at 31 March 2026

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	182	1,206

As at 31 March 2025

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

B. Other Equity

Particulars	Reserves and Surplus				Accumulated other comprehensive income			Total other equity
	General reserve	Capital reserve on acquisition	Security Premium	Retained earnings	Foreign currency translation reserve	Cash flow hedging reserve	Equity instruments classified at FVOCI	
Balances at 31 March 2025	**4,283**	**3,282**	**1,971**	**75,858**	**8,994**	**318**	**19,837**	**1,14,543**
Share Premium on Equity Shares, net of Share Issue Expenses	-	-	49,367	-	-	-	-	49,367
Loss for the year	-	-	-	(16,791)	-	-	-	(16,791)
Other comprehensive income / (loss)	-	-	-	19	12,027	(130)	(3,881)	8,035
Balances at 31 March 2026	**4,283**	**3,282**	**51,338**	**59,086**	**21,021**	**188**	**15,956**	**1,55,154**

Consolidated Statement of Changes in Equity

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

B. Other Equity (Contd..)

Particulars	Reserves and Surplus				Accumulated other comprehensive income			Total other equity
	General reserve	Capital reserve on acquisition	Security Premium	Retained earnings	Foreign currency translation reserve	Cash flow hedging reserve	Equity instruments classified at FVOCI	
Balances at 31 March 2024	**4,283**	**3,282**	**1,971**	**81,486**	**7,806**	**-**	**14,769.0**	**1,13,597**
Loss for the year	-	-	-	(4,610)	-	-	-	(4,610)
Dividends	-	-	-	(1,024)	-	-	-	(1,024)
Other comprehensive income	-	-	-	6	1,188	318	5,068	6,580
Balances at 31 March 2025	**4,283**	**3,282**	**1,971**	**75,858**	**8,994**	**318**	**19,837**	**1,14,543**

Notes 1 to 39 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
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(DIN : 06367352)
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Date: 30 May 2026

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Place: California
Date: 30 May 2026

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Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Consolidated Statement of Cash Flows

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Note	Year ended 31 March 2026	Year ended 31 March 2025
A. Cash flow from operating activities			
(Loss) before tax		(20,179)	(4,085)
Adjustments for:			
Depreciation and amortisation expense	3	8,836	6,110
Impairment of non-current assets	3	798	-
Interest expense	26	8,900	4,915
Interest income	22	(448)	(772)
Dividend income from investments	22	(282)	(243)
Gain on sale of Investment		(34)	-
Provision for employee benefits		380	381
Profit on sale of property, plant and equipment, net	22	(9)	(149)
Excess provisions/ sundry balances written back (net)	22	(32)	(322)
Loss/ (gain) on fair valuation of derivatives		363	(1,523)
Gain on fair valuation of derivatives	5	(247)	497
Gain on termination of leases	22	(52)	(45)
Discount receivable		(90)	(164)
Operating profit / (loss) before working capital changes		**(2,096)**	**4,600**
Changes in assets and liabilities:			
Change in trade and other receivables		1,443	(1,419)
Change in inventories		6,586	450
Change in other financial assets		(334)	(88)
Change in other assets		1,610	(353)
Change in trade and other payables		(13,447)	(12,382)
Change in provisions & other liabilities		1,815	(75)
Change in other financial liabilities		(9,090)	4,858
Cash used in operations		**(13,513)**	**(4,409)**
Direct tax (paid) / refund (net)		440	(2,179)
Net cash used in operating activities		**(13,073)**	**(6,588)**
B. Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		11	229
Capital expenditure on property, plant & equipment, capital work in progress and intangible assets including capital advances		(59,926)	(61,290)
Interest received		176	788
Proceeds from sale of mutual funds (net)		89	3,440
Dividend received		227	210
Movement in balances with bank other than those mentioned in cash & cash equivalents		(605)	2,416
Net cash used in investing activities		**(60,028)**	**(54,207)**
C. Cash flow from financing activities			
Proceeds from borrowings	14	1,38,311	1,39,272
Repayment of borrowings	14	(1,09,561)	(87,399)
Proceeds from issue of equity shares, net of issue expenses		49,549	
Payment of principal portion of lease liabilities	33	(352)	(132)
Payment of interest portion of lease liabilities	33	(427)	(471)
Interest paid	14	(17,233)	(12,784)
Dividend paid		-	(1,024)
Net cash generated from financing activities		**60,287**	**37,462**

Consolidated Statement of Cash Flows

for the year ended 31 March 2026

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

		Note	Year ended 31 March 2026	Year ended 31 March 2025
D.	**Net decrease in cash and cash equivalents**		(12,814)	(23,333)
E.	Cash and cash equivalents at the beginning of the year		18,293	40,560
F.	Effect of exchange rate fluctuations on foreign currency cash and cash equivalents		920	1,064
G.	**Cash and cash equivalents at the end of the year**		**6,399**	**18,291**
	Cash and cash equivalents comprise of:			
	Cash on hand		4	4
	Balances with banks - in current accounts		5,493	17,748
	Deposit accounts (with original maturity less than 3 months)		902	539
	Cash and cash equivalents	10	**6,399**	**18,291**

Notes 1 to 39 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
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Date: 30 May 2026

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Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

1 General Information

Thirumalai Chemicals Limited ('the Holding Company'/ 'the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company and its subsidiaries (collectively 'the Group') are principally in the activities of manufacturing and selling chemicals. The equity shares of the Holding Company are listed on stock exchanges in India. The Holding Company has its registered office at Thirumalai House, Plot No. 101-102, Road No. 29, Sion(East), Mumbai - 400 022, India and factories at (1) 25-A Sipcot Industrial Complex, Ranipet - 632 403, Tamil Nadu, India; (2) 16&17, Engineering SEZ, Sipcot Industrial Complex, Phase III, Ponnai Road, Ranipet - 632 405, Tamil Nadu, India (3), Plot No.D-2/CH/171B, GIDC Estate, Dahej, Phase-II, Tal.Vagra, Bharuch, Gujarat- 392 130, India.

These consolidated financial statements were authorized for issue by the Holding Company's Board of Directors on 30 May 2026.

2 Material accounting policy information

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements of the Group have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 as notified under section 133 of Companies Act, 2013 (the "Act") and other relevant provisions of the Act.

These consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial assets and financial liabilities (including derivative instruments), which are measured at fair value.

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under Ind AS 110 - Consolidated Financial Statements, as specified in the Ind ASs notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle up to twelve months for the purpose of current – non-current classification of assets and liabilities.

Material accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the consolidated financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the Group.

2.2 Principles of Consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and all of its subsidiaries as listed below. The financial statements of the subsidiaries forming part of these consolidated financial statements are drawn up to 31 March 2026. All material inter-company transactions and balances are eliminated on consolidation.

Name of the subsidiary	Country of incorporation	% of holding either directly or through subsidiary as at	
		31 March 2026	31 March 2025
Lapiz Europe Ltd. (Lapiz)	United Kingdom	100	100
Cheminvest Pte Ltd. (Cheminvest)	Singapore	100	100
Optimistic Organic Sdn Bhd. (OOSB)	Malaysia	100	100
TCL Global B.V.	Netherlands	100	100
TCL Inc.	USA	100	100
TCL Specialties LLC.	USA	100	100
TCL Intermediates Private Limited	India	100	100

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Subsidiaries

Subsidiaries are all entities over which the Group exercises control. The Group controls an entity when the Group is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct relevant activities of the entity. Subsidiaries are fully consolidated from the date on which the control is transferred to the Group and are deconsolidated from the date the control ceases.

The financial statements of the Holding Company and its subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, equity, income and expenses, after fully eliminating intra-group transactions, intra-group balances, and resulting unrealised profits or losses, unless cost cannot be recovered, as per the applicable accounting standard. Accounting policies of the respective subsidiaries are aligned wherever necessary so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

Profit or loss of subsidiaries acquired or disposed during the year is recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Excess of acquisition cost over the carrying amount of the Holding Company's share of equity of the acquiree at the date of acquisition is recognised as goodwill. In cases where the share of the equity in the acquiree as on the date of acquisition is in excess of acquisition cost, such excess of share in equity is recognised as 'Capital reserve on acquisition' and classified under 'Reserves and Surplus'.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (₹), which is also the functional currency of the Holding Company. All amounts have been rounded off to the nearest lakhs, except share data and as otherwise stated. All the amounts below the rounding off norms adopted by the Company are disclosed as "0".

2.4 Critical accounting estimates, assumptions and judgements

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the consolidated financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of property, plant and equipment ('PPE') and intangible assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful life and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes, expected level of usage and product life-cycle. The depreciation/ amortisation for future periods is revised if there are significant changes from previous estimates.

(ii) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Provisions and contingencies

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in

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litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the consolidated financial statements unless an inflow of economic benefits is probable.

(iv) Recognition of property, plant and equipment (PPE) and Capital work in progress

Significant level of judgement is involved in assessing whether the expenditure incurred meets the recognition criteria under Ind AS 16 Property, Plant and Equipment. Also estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

(v) Leases (including determination of incremental borrowing rate)

Certain leases have extension options and termination options; extension options are only included in the lease term and lease liability if the lease is reasonably certain to be extended. Potential future cash outflows related to renewal options which are not reasonably certain to be extended have not been included in lease liabilities. Where practicable, the Group seek to include extension options in new lease agreements to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension and termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control and affects whether the Group is reasonably certain to exercise an option not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.

Extension and termination options are included in many of the leases. In determining the lease term, the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. See also Note 2.09, Summary of Significant Accounting Policies, for further information regarding leases policy.

(vi) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

(vii) Going Concern Assessment

The preparation of these consolidated financial statements is based on the assumption that the Group will continue as a going concern. In assessing the appropriateness of this assumption, management has exercised significant judgement in evaluating all relevant information available about the future, covering a period of at least twelve months from the reporting date.

The assessment includes consideration of key factors such as projected cash flows, expected profitability, working capital requirements, scheduled debt repayments, the revolving

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nature of working capital facilities, availability of existing credit facilities, and potential sources of financing. Management has also considered the impact of events and conditions arising subsequent to the reporting period up to the date of approval of the consolidated financial statements.

The evaluation is based on assumptions regarding future economic and business conditions, which are inherently uncertain and subject to change.

2.5 Foreign currency transaction and translation

a) Foreign Transactions

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities, denominated in a foreign currency, are translated at the exchange rate prevailing on the Balance Sheet date and the resultant exchange gains or losses are recognised in the Statement of Profit and Loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

b) Foreign operations

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Holding Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non controlling interest. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the consolidated statement of income as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

2.6 Revenue from contracts with customers

To determine whether to recognise revenue from contracts with customers, the Group follows a 5-step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of chemicals

Revenue from sale of chemicals is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Income from wind operated generators

Revenue from sale of power is recognised on the basis of electrical units generated and transmitted to the grid of Electricity Board which coincides with completion of performance obligation as per the agreement. Revenue is recognised using the transaction price as stipulated in the agreement with the customer.

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2.7 Recognition of Dividend Income, Interest income or expense

Dividend income is recognised when the unconditional right to receive the income is established. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2.8 Property, plant and equipment and Intangible assets

(i) Plant and equipment

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses.

Major shutdown and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset Assets in the course of construction are capitalised in the assets under construction account(Capital work in progress). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses.

The components of assets are capitalised only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets.

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight, professional fees, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy based on Ind AS 23 – Borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as "capital work-in-progress".

(ii) Land

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Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated.

(iii) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

(iv) Impairment testing of intangible assets and property, plant and equipment

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(v) Depreciation and amortization

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by Management based on technical evaluation and advice. The residual value is generally assessed as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Management's estimates of the useful life of various categories of fixed assets where estimates of useful life are lower than the useful life specified in Part C of Schedule II to the Companies Act, 2013 are as under:

Category of fixed assets	As per Schedule II	Management estimate
Specific laboratory equipments	10 years	5 years
Office equipments (mobile phones)	10 years	2 years
Catalyst	15 years	3 years

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2.9 Leases

(a) The Group as a lessee

The Group evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Group determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Group is reasonably certain to exercise that option.

The Group at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Group applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Group would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

(b) The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

2.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss or amortised cost.

Financial instruments are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognised at its fair value except for trade receivable. Trade receivables that do not contain a significant financing component are measured at transaction price Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit

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or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

- **Classification and subsequent measurement of financial assets**

  For the purpose of subsequent measurement financial assets are classified and measured based on the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

  a. Amortised cost

  b. Fair value through other comprehensive income (FVOCI) or

  c. Fair value through profit and loss (FVTPL)

  All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

  a. Financial assets at amortised cost

  Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

  b. Financial assets at fair value through other comprehensive income (FVOCI)

  Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Group, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading.

  These selections are made on an instrument-by-instrument (i.e., share-by-share) basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

  The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

  The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

  c. Financial assets at fair value through profit and loss (FVTPL)

  Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category,

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except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in profit and loss.

d. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss:

This category are primarily derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments.

Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorised as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognised initially at fair value and attributable transaction costs are recognised in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realised within 12 months after the Balance Sheet date.

- Classification and subsequent measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss

Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified party fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks on behalf of the Subsidiaries to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

2.11 Inventories

(i) Raw materials

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

2.12 Post-employment benefits and short-term employee benefits

I. Indian entities

(a) Defined contribution plan

Contribution to Provident Fund in India and other defined contribution plans in the other entities of the Group are in the nature of defined contribution plan and are made to a recognised fund.

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Contribution to Superannuation Fund is in the nature of defined contribution plan and is remitted to insurance company in accordance with the scheme framed by the Corporation.

The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund

The Holding Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due. Contributions to defined contribution pension scheme are recognised as an expense in the period which the related service is performed.

(ii) Other funds

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(iii) Superannuation fund

Contribution made towards Superannuation Fund (funded by payments to an insurance company) which is a defined contribution plan, is charged as expenses on accrual basis. There are no obligations other than the contribution made to respective fund.

(b) Defined benefit Plan

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The defined benefit funds maintained by the Group are as below

(i) Gratuity

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Group estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to Government securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences

The Group also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

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II. Overseas entities

(a) Defined contribution plan

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(b) Defined benefit liability

The Group estimates the defined benefit liability annually. The actual outcome may vary due to estimation uncertainties. The estimate of its defined benefit liability is based on standard rates of inflation, medical cost trends and mortality. It also takes into account the Group's specific anticipation of future salary increases. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Estimation uncertainties exist particularly with regard to medical cost trends, which may vary significantly in future appraisals of the Group's defined benefit obligations.

2.13 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.14 Loss per equity share

Basic Loss per equity share is calculated by dividing the total Loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.15 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Group assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.16 Contingent liabilities and provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote.

The Group does not recognise contingent assets unless the realization of the income is virtually certain, however these are assessed continually to ensure that the developments are appropriately disclosed in the consolidated financial statements.

2.17 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.18 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

periods that the related costs, for which it is intended to compensate, are expensed. Government grants relating to the purchase of assets are included in non-current liabilities as deferred income and are credited to profit or loss on a straight line basis over the expected useful lives of the related assets and presented with other income. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities. A forgivable loan from government is treated as a government grant when there is reasonable assurance that the entity will meet the terms for forgiveness of the loan.

2.19 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement given below:

New standards and amendments to existing standards which are effective from 01 April 2025

The Group applied following amendments for the first-time during the current year which are effective from 01 April 2025

Ind AS 1 - Presentation of Financial Statements - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

MCA via notification dated 13 August 2025 announced amendments which clarify that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period. The amendment states that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability; and that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current. In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments have resulted in additional disclosures (refer note 14) in the consolidated financial statements.

Other amendments

The Group has considered the amendments to Ind AS 21 relating to lack of exchangeability, the amendments to Ind AS 12 on International Tax Reform – Pillar Two Model Rules, and the disclosure requirements for supplier finance arrangements under Ind AS 7 and Ind AS 107. These application of these new standards or amendments effective from 01 April 2025 do not have a material impact on the consolidated financial statements of the Group.

New standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8. This amendment is expected to have a material impact on the classification of the Group's liabilities in the consolidated financial statements upon its application.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Intangible assets, Capital work-in-progress and Right of use assets.

Particulars	Property, plant and equipment									Capital work-in-progress	Right of use assets	Intangible assets
	Freehold land	Buildings and Roads	Plant and equipment	Wind operated generators	Furniture and fixtures	Vehicles	Office equipment	Computer equipments	Total			Computer software
Gross block												
As at 31 March 2024	**7,074**	**5,074**	**75,474**	**571**	**232**	**278**	**317**	**269**	**89,289**	**1,19,961**	**13,451**	**138**
Additions	-	-	179	-	8	23	42	12	264	72,789	(206)	10
Transfer on capitalisation	194	10,052	48,163	-	44	72	44	1,644	60,213	(60,019)	-	-
Disposals	-	-	(1,454)	-	-	-	-	-	(1,454)	-	(742)	-
Exchange fluctuations	-	39	1,036	-	1	3	4	-	1,083	2,480	212	-
As at 31 March 2025	**7,268**	**15,165**	**1,23,398**	**571**	**285**	**376**	**407**	**1,925**	**1,49,395**	**1,35,211**	**12,715**	**148**
Additions	-	-	-	-	-	-	11	14	25	1,03,728	206	27
Transfer on capitalisation	-	772	7,211	-	12	-	7	1	8,003	(8,003)	23	-
Disposals	-	-	(1)	-	-	(52)	-	-	(53)	-	(1,329)	-
Exchange fluctuations	-	1	3,695	-	3	15	15	2	3,731	20,907	835	-
As at 31 March 2026	**7,268**	**15,938**	**1,34,303**	**571**	**300**	**339**	**440**	**1,942**	**1,61,101**	**2,51,843**	**12,450**	**175**
Accumulated depreciation/ amortisation and impairment												
Up to 31 March 2024	**-**	**1,396**	**27,757**	**280**	**121**	**165**	**193**	**173**	**30,085**	**-**	**1,505**	**121**
Depreciation/amortisation for the year	-	355	4,991	35	21	27	38	61	5,528	-	569	13
Reversal on disposal of assets	-	-	(1,374)	-	-	-	-	-	(1,374)	-	-	-
Exchange fluctuations	-	18	626	-	1	3	2	-	650	-	14	-
Up to 31 March 2025	**-**	**1,769**	**32,000**	**315**	**143**	**195**	**233**	**234**	**34,889**	**-**	**2,088**	134
Depreciation / amortisation for the year	-	580	7,666	35	23	24	41	56	8,425	-	411	10
Reversal on disposal of assets	-	-	-	-	-	(50)	-	-	(50)	-	(1,014)	-
Impairment loss		29	768	-	1	-	-	-	798	-	-	-
Exchange fluctuations	-	81	2,795	-	3	12	12	-	2,903	-	63	-2
Up to at 31 March 2026	**-**	**2,459**	**43,229**	**350**	**170**	**181**	**286**	**290**	**46,965**	**-**	**1,548**	**142**
Net block												
As at 31 March 2025	**7,268**	**13,396**	**91,398**	**256**	**142**	**181**	**174**	**1,691**	**1,14,506**	**1,35,211**	**10,627**	**14**
As at 31 March 2026	**7,268**	**13,479**	**91,074**	**221**	**130**	**158**	**154**	**1,652**	**1,14,136**	**2,51,843**	**10,902**	**33**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Intangible assets, Capital work-in-progress and Right of use assets. (Contd..)

Notes:

(i) Of the above, both movable & immovable property, plant and equipment has been pledged as collateral for term loan from bank (Also, refer note 14).

(ii) For contractual commitment with respect to property, plant and equipment, refer Note 32 (b).

(iii) The lease liabilities arising out of addition to Right of use asset has been fully paid at the inception of the respective leases, for assets other than those mentioned in note 33.

(iv) Additions to capital work-in-progress during the year includes borrowing cost of ₹ 10,439 lakhs (Previous Year ₹ 6,205 lakhs), which is capitalized as per Ind As 23 (Also, refer note 26).

(v) Refer note 33(vi) for class of underlying assets for right of use.

(vi) The title deeds of immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group.

(vii) The property, plant and equipment and right-of-use assets of the Holding Company located at Dahej, aggregating to ₹ 9,409 lakhs (gross of impairment), and the property, plant and equipment (including capital work-in-progress) and right-of-use assets of its subsidiary, Optimistic Organic Sdn. Bhd., Malaysia, aggregating to ₹ 12,468 lakhs (gross of impairment), have each been identified as a separate cash-generating unit (CGU), being the smallest identifiable group of assets that generates cash inflows largely independent of the cash inflows from other assets or groups of assets.

During the year ended 31 March 2026, the management identified indicators of impairment in respect of the above CGUs, including extended downtime, being non-operational for substantial part of the year and a decline in operating margins arising from adverse market conditions, suggesting that the carrying amounts of these CGUs may not be fully recoverable. Accordingly, in accordance with the requirements of Ind AS 36, Impairment of Assets, the management performed a detailed impairment assessment of these CGUs as at 31 March 2026

The recoverable amount of each CGU has been determined on the basis of fair value less costs of disposal (FVLCD) at the CGU level. Given that both CGUs remained substantially non-operational during the year, value-in-use was not considered to provide a reliable estimate of the recoverable amount, owing to the limited reliability of future cash flow projections.

The recoverable amount so determined as at 31 March 2026 aggregated to ₹ 8,965 lakhs for the Dahej CGU and ₹ 12,089 lakhs for the CGU of Optimistic Organic Sdn. Bhd., Malaysia. The fair value has been determined using a combination of the cost approach (depreciated replacement cost) for plant and machinery and the market approach for leasehold land. The valuation falls within Level 3 of the fair value hierarchy under Ind AS 113 due to the use of significant unobservable inputs. Key assumptions used in determining FVLCD include estimated selling costs, salvage values, replacement costs, liquidity discounts and adjustments for pre-operative expenses.

Based on the above assessment, the recoverable amount of each CGU was lower than its carrying amount as at 31 March 2026. Accordingly, the Group has recognised an impairment loss of ₹ 444 lakhs in respect of the Dahej CGU and ₹ 354 lakhs in respect of the CGU of Optimistic Organic Sdn. Bhd., Malaysia, aggregating to ₹ 798 lakhs, in the Consolidated Statement of Profit and Loss for the year ended 31 March 2026. The aggregate impairment loss of ₹ 798 lakhs has been disclosed as an exceptional item in the consolidated financial statements for the year, having regard to its non-recurring nature and qualitative importance, to enable users of the financial statements to better understand the underlying financial performance of the Group.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Intangible assets, Capital work-in-progress and Right of use assets. (Contd..)

b) Capital work in progress - ageing

i) As at 31 March 2026

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in Progress	199,904	51,939	-	-	251,843
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**199,904**	**51,939**	**-**	**-**	**251,843**

ii) As at 31 March 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in Progress	64,771	48,638	20,930	872	1,35,211
(ii) Projects temporarily suspended	-		-	-	-
Total	**64,771**	**48,638**	**20,930**	**872**	**1,35,211**

(iii) Delay in capitalisation of Project

Details of completion schedule of Group's CWIP, whose completion is overdue and has exceeded its cost compared to its original plan as at 31 March 2026 are as follows:

Capital work-in-progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	2,53,262	-	-	-	2,53,262

Details of completion schedule of Group's CWIP, whose completion is overdue and has exceeded its cost compared to its original plan as at 31 March 2025 are as follows:

Capital work-in-progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	4,031	-	-	-	4,031
Project 2	1,30,008		-	-	1,30,008

4 Investments

I. Non-current investments

	As at 31 March 2026	As at 31 March 2025
Investments designated at FVOCI		
Investments in equity instruments		
Quoted		
5,000 (31 March 2025: 5,000) equity shares of Neyveli Lignite Corporation Limited at ₹ 10 each fully paid up	13	12
1,410 (31 March 2025: 1,410) equity shares of Piramal Enterprises Limited at ₹ 2 each fully paid up	16	14
500 (31 March 2025: 500) equity shares of Tata Power Limited at ₹ 1 each fully paid up	2	2

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

	As at 31 March 2026	As at 31 March 2025
41,98,837 (31 March 2025: 41,98,837) equity shares of Ultramarine and Pigments Limited at ₹ 2 each fully paid up	15,391	19,932
Total non-current investments	**15,422**	**19,960**
Aggregate amount of:		
- Quoted investments and market value thereof	15,422	19,960

II. Disclosure of Investments made through Intermediaries under rule 11(e) of the Companies (Audit and Auditors) Rules.

Name of the Company	Classification
Thirumalai Chemicals Limited	Funding Party
TCL Global B.V.	Intermediary 1
TCL Inc.	Intermediary 2
TCL Specialities LLC.	Ultimate Beneficiary

a) Details of Investment from Funding Party to Intermediary 1

Date	EUR	₹ in lakhs	Investments towards
13-Aug-19	25,000	20	Share Capital

Date	USD	₹ in lakhs	Investments towards
23-Mar-20	50,000	38	
15-Jul-20	2,00,000	151	
11-Dec-20	5,00,000	369	
02-Jun-21	50,00,000	3,660	
06-Sep-21	32,50,000	2,377	
24-Sep-21	32,50,000	2,397	
27-Oct-21	30,00,000	2,250	
29-Dec-21	20,00,000	1,502	
03-Mar-22	20,00,000	1,506	
07-Apr-22	10,00,000	760	Further investment in Equity in Ultimate beneficiary through Intermediary 1 and Intermediary 2
06-May-22	44,99,985	3,442	
06-May-22	2,50,015	192	
04-Sep-24	29,80,097	2,506	
27-Sep-24	29,89,290	2,505	
28-Oct-24	59,50,228	5,009	
21-Nov-24	1,18,47,457	10,035	
04-Dec-24	59,32,359	5,028	
18-Dec-24	1,76,22,270	14,968	
29-Jan-25	28,87,967	2,502	
16-Jun-25	43,22,687	3,728	
27-Aug-25	2,50,00,000	21,960	
01-Oct-25	1,21,50,000	10,792	
24-Dec-25	42,68,437	3,832	
	12,09,50,792	**1,01,509**	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

b) Details of Loan from Funding Party to Intermediary 1

Date	USD	₹ in lakhs	Amount towards
20-Feb-26	16,54,399	1,504	Loan for further lending to Intermediary 2
25-Feb-26	27,54,939	2,506	
18-Mar-26	21,90,653	2,025	

c) Details of Investment from Intermediary 1 to Intermediary 2

Date	USD	Investments towards Share Capital
24-Feb-20	1,000	Further investment in Equity of Ultimate beneficiary through Intermediary 2.
30-Mar-20	1,000	
31-Mar-20	49,000	
17-Jul-20	1,00,000	
20-Jul-20	1,00,000	
17-Dec-20	1,00,000	
18-Dec-20	4,00,000	
04-Jun-21	20,00,000	
07-Jun-21	20,00,000	
08-Jun-21	10,00,000	
09-Sep-21	20,00,000	
10-Sep-21	12,50,000	
28-Sep-21	20,00,000	
29-Sep-21	12,50,000	
28-Oct-21	10,00,000	
29-Oct-21	20,00,000	
03-Jan-22	20,00,000	
09-Mar-22	10,00,000	
10-Mar-22	10,00,000	
11-Apr-22	10,00,000	
16-May-22	30,00,000	
17-May-22	17,50,000	
05-Sep-24	29,80,097	
30-Sep-24	29,89,290	
29-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
19-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
16-Jun-25	43,22,687	
27-Aug-25	2,50,00,000	
01-Oct-25	1,21,50,000	
24-Dec-25	42,68,437	
	12,09,51,792	

d) Details of Loan from Intermediary 1 to Intermediary 2

Date	USD	Amount towards
20-Feb-26	16,54,398	Loan for further lending to ultimate beneficiary
25-Feb-26	27,54,929	
18-Mar-26	21,90,643	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

e) Details of Investment from Intermediary 2 to Ultimate Beneficiary

i) Towards Share Capital

Date	USD	Remarks
01-Apr-20	50,000	Amount received as Capital Contribution from funding party through intermediaries
30-Jul-20	1,98,434	
22-Dec-20	50,000	
28-Dec-20	4,45,000	
09-Jun-21	50,00,000	
15-Sep-21	32,50,000	
30-Sep-21	32,50,000	
29-Oct-21	30,00,000	
05-Jan-22	20,00,000	
15-Mar-22	19,86,566	
11-Apr-22	10,00,000	
18-May-22	47,50,000	
09-Sep-24	29,80,097	
03-Oct-24	29,89,290	
30-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
20-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
13-Jun-25	43,22,687	
26-Aug-25	2,50,00,000	
30-Sep-25	1,21,50,000	
23-Dec-25	42,68,437	
	12,09,30,792	

ii) Loan received

Date	USD	Amount towards
20-Feb-26	16,54,398	The funding party, through intermediaries, provided a loan for carrying out construction activities by the ultimate beneficiary.
25-Feb-26	27,54,929	
18-Mar-26	21,90,643	

Notes

1) The management certifies that relevant provisions of the Foreign Exchange Management Act, 1999 and Companies Act, 2013 have been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.

2) During the year ended 31 March 2026, the Holding company had provided Corporate Guarantee to an amount of ₹ 53,227 lakhs (31 March 2025: ₹ 53,227 lakhs to TCL Intermediates Private Limited). The corporate guarantee of ₹ 53,227 lakhs given on behalf of TCL Intermediates Private Limited relates to term loan facilities from lenders of the subsidiary, which were taken over during the year, along with the corresponding guarantee. Further, corporate guarantee provided to TCL Specialties LLC amounts to ₹ 71,887 lakhs.

3) The investments made during the year by the funding party to intermediary 1 are from funds raised through issue of non-convertible debentures and issue of equity share capital. Refer note 14.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd..)

4) Other than those disclosed above

i) no funds have been advanced or loaned or invested by the Holding Company and its Subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

ii) Other than those disclosed above, no funds have been received by the Holding Company and its Subsidiary Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

5 Other financial assets

(Unsecured, considered good unless and otherwise stated)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
At amortised cost				
Security deposits				
- Unsecured, considered good	441	12	505	
- Unsecured, considered doubtful	18	-	18	-
Less: Allowances for expected credit loss	(18)	-	(18)	-
Staff advances	-	207	-	165
Receivable from supplier	-	143	-	165
Claims receivable	-	-	-	5
Receivable towards government grant (refer note 22)	-	498	-	-
Others	-	238	-	272
At fair value through profit and loss				
Derivative asset	245	247	294	91
	686	**1,345**	**799**	**698**

Notes:

(a) There are no financial assets due from directors or other officers of the Group.

(b) The carrying amount of cumulative other financial assets are considered as a reasonable approximation of fair value and adequate allowances for losses have been provided.

(c) A description of the Group's financial instrument risks, including risk management objectives and policies are given in note 20.

6 Income tax

I. Income tax assets (net)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Taxes paid in advance (net)	489	1,387	495	-
	489	**1,387**	**495**	**1,070**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

6 Income tax (Contd..)

II. Current tax liabilities (net)

	As at 31 March 2026	As at 31 March 2025
Income tax liabilities (net)	78	-

III. Amounts recognised in profit or loss

	Year ended 31 March 2026	Year ended 31 March 2025
Current tax		
Current period	41	2,214
Adjustment for earlier years	(350)	-
Total current tax expense	**(309)**	**2,214**
Deferred tax attributable to		
Unused tax losses	(2,512)	-
Origination and reversal of temporary differences	(567)	(1,689)
Total deferred tax expense	**(3,079)**	**(1,689)**
Income tax expense	**(3,388)**	**525**

IV. Amounts recognised in other comprehensive income

	Year ended 31 March 2026			Year ended 31 March 2025		
	Before tax	Tax	Net of tax	Before tax	Tax	Net of tax
- Exchange differences on translation of foreign operations	12,027	-	12,027	1,188	-	1,188
- Re-measurements of defined benefit plans	25	(6)	19	8	(2)	6
- Equity instruments through other comprehensive income, net	(4,538)	657	(3,881)	6,020	(952)	5,068
	7,514	**651**	**8,165**	**7,216**	**(954)**	**6,262**

V. Reconciliation of effective tax rate

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Holding Company at 25.17% (2024-25: 25.17%) and the reported tax expense in the consolidated statement of profit and loss are as follows:

	Year ended 31 March 2026		Year ended 31 March 2025	
Profit before tax		(20,179)		(4,085)
Tax using the Holding Company's domestic tax rate Effect of:	25.17%	(5,079)	25.17%	(1,028)
Income exempt from tax or allowed as deduction	0.94%	(189)	0.05%	(2)
Expenses disallowed for tax purpose	-0.25%	50	-1.79%	73
Difference between Indian and Foreign taxes	0.18%	(36)	1.62%	(66)
Unrecognised deferred tax asset on subsidiary losses	-12.68%	2,558	-45.02%	1,839
Prior period tax (income)	1.73%	(350)	0.00%	-
Excess/under provision for previous year	0.00%	-	1.62%	(66)
Others	1.69%	(342)	5.51%	(225)
Actual tax expense	**16.79%**	**(3,388)**	**-12.84%**	**525**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

6 Income tax (Contd..)

V. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets)/ liabilities	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Provisions - employee benefits	(445)	(436)	-	-	(445)	(436)
Provisions - others	(239)	(356)	-	-	(239)	(356)
Unused tax losses	(2,512)	-	-	-	(2,512)	-
Tax on intra-group eliminations	(129)	(107)	-	-	(129)	(107)
Fair valuation of equity instruments	-	-	2,824	3,488	2,824	3,488
Property, plant and equipment	-	-	6,601	6,315	6,601	6,315
Tax on carried forward capital loss	(3,414)	(2,542)	-	-	(3,414)	(2,542)
Translation differences	-	(41)	-	80	-	39
Deferred tax (assets)/ liabilities	**(6,740)**	**(3,482)**	**9,425**	**9,883**	**2,686**	**6,401**

In assessing the recoverability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

7 Other assets

(Unsecured, considered good unless and otherwise stated)

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
a) Capital advances	252	-	2,836	-
b) Advance other than capital advance				
i) Supplier advance		453	-	463
c) Security deposits	155	178	-	338
d) Others				
i) Balance with Government authorities	-	11,302	-	11,396
ii) Prepaid expenses	62	640	125	1,775
	469	**12,573**	**2,961**	**13,972**

a. All of the Group's other current and non-current assets have been reviewed for indicators of impairment and no allowances for losses is required to be provided.

8 Inventories

(valued at lower of cost and net realisable value)

	As at 31 March 2026	As at 31 March 2025
Raw materials	7,696	12,401
Work-in-progress	3,316	3,315
Finished goods	3,179	4,992
Stock-in-trade	356	37
Stores and spares	3,572	3,725
Fuel	257	175
Packing materials	218	193
Less: Provision for inventory obsolescence	(126)	(111)
	18,468	**24,727**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

8 Inventories (Contd..)

Note

(i) Goods-in-transit included above are as below :

	As at 31 March 2026	As at 31 March 2025
a. Raw materials	230	164
b. Finished goods	1,677	1,893
c. Fuel	12	57
d. Stock-in-trade	631	-

(ii) The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Group's policy.

9 Trade receivables

	As at 31 March 2026	As at 31 March 2025
Current		
Unsecured		
(a) Considered good	19,700	19,899
(b) Trade Receivables – credit impaired	550	1,012
	20,250	**20,911**
Allowance for expected credit loss:		
(a) Trade Receivables – credit impaired	(550)	(1,012)
	(550)	**(1,012)**
Net trade receivables	**19,700**	**19,899**

Notes:

(i) Movement in allowances for expected credit loss

	Year ended 31 March 2026	Year ended 31 March 2025
Balance at the beginning of the year	1,012	1,012
Amounts written off	(514)	
Addition during the year	52	-
Balance at the end of the year	**550**	**1,012**

(ii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The carrying amount of the current trade receivable is considered a reasonable approximation of fair value as it is expected to be collected within twelve months.

(iii) The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 20.

(iv) There are no disputed trade receivables during the current year and previous year.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

9 Trade receivabless (Contd..)

Trade receivables ageing as on 31 March 2026

Particulars	Not due	Outstanding for the following period from the due date					Total ₹ Lakhs
		Less than 6 month	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	15,327	4,158	215	-	-	-	19,700
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	55	-	-	495	550
Total	**15,327**	**4,158**	**270**	**-**	**-**	**495**	**20,250**

Trade receivables ageing as on 31 March 2025

Particulars	Not due	Outstanding for the following period from the due date					Total ₹ Lakhs
		Less than 6 month	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	15,133	4,704	1	-	3	58	19,899
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	1,012	1,012
Total	**15,133**	**4,704**	**1**	**-**	**3**	**1,070**	**20,911**

10 Cash and bank balances

	As at 31 March 2026	As at 31 March 2025
Cash and cash equivalents		
Balance with banks in current accounts	5,493	17,748
Cash on hand	4	4
Deposit accounts (with original maturity less than 3 months)	902	539
Cash and cash equivalents as per statement of cash flows	**6,399**	**18,291**
Bank balances other than mentioned in cash and cash equivalents		
Unpaid dividend (Refer note below)	87	117
Deposit accounts (with original maturity greater than 3 months upto 12 months)	386	-
Balances with bank held as margin money	2,371	4,105
Cash collateral against Huntington Loan (Refer note 18 (iii))	**16,960**	13,222
	19,804	**17,444**
	26,203	**35,735**

i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund by the Holding Company as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

(ii) Balance with banks in current accounts includes ₹ 10 lakhs held in escrow accounts with lenders, the utilization of which is subject to restrictions.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

11 Equity share capital

	As at 31 March 2026		As at 31 March 2025	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity shares of ₹ 1 each	15,00,00,000	1,500	15,00,00,000	1,500
Unclassified shares of ₹ 10 each	1,00,00,000	1,000	1,00,00,000	1,000
	16,00,00,000	**2,500**	**16,00,00,000**	**2,500**
Equity shares of ₹ 1 each	12,05,75,274	1,206	10,24,28,120	1,024
	12,05,75,274	**1,206**	**10,24,28,120**	**1,024**
Subscribed and fully paid-up				
Equity shares of ₹ 1 each	12,05,75,274	1,206	10,23,88,120	1,024
Add: Amount paid up on forfeited shares	40,000	-	40,000	-
	12,06,15,274	**1,206**	**10,24,28,120**	**1,024**

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2026		As at 31 March 2025	
	Number	₹ in lakhs	Number	₹ in lakhs
Issued				
quity shares of ₹ 1 each				
At the commencement of the year	10,24,28,120	1,024	10,24,28,120	1,024
Add: equity shares issued during the year	1,81,64,654	182	-	-
At the end of the year	**12,05,92,774**	**1,206**	**10,24,28,120**	**1,024**
Subscribed and fully paid-up				
Equity shares of ₹ 1 each				
At the commencement of the year	10,23,88,120	1,024	10,23,88,120	1,024
Add: equity shares issued during the year	1,81,64,654	182	-	-
At the end of the year	**12,05,52,774**	**1,206**	**10,23,88,120**	**1,024**

b) During the current year, the Holding Company issued and allotted 18,164,654 equity shares on a preferential basis in two instances, i.e.,16,268,040 equity shares of Re. 1/- each, fully paid up, at ₹ 277/- per share (including a premium of ₹ 276/- per share) to public shareholders on 26th August, 2025; and 1,896,614 equity shares of Re. 1/- each, fully paid up, at ₹ 296/- per share (including a premium of ₹ 295/- per share) to the promoter and persons belonging to the promoter group on 23rd December, 2025.

c) Terms/ rights attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹1 per share. The Holding Company declares and pays dividends in Indian Rupees (₹). The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, which is approved by the Board of Directors. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be proportional to the number of equity shares held by the shareholders.

d) Shareholders holding more than 5% of the aggregate shares in the Holding Company

	As at 31 March 2026		As at 31 March 2025	
	Number	% holding	Number	% holding
Equity shares of ₹ 1 each				
Ultramarine and Pigments Limited	2,19,72,040	18.22%	2,04,51,770	19.97%
Jasmine Limited	67,71,880	5.61%	67,71,880	6.61%
	2,87,43,920	**23.83%**	**2,72,23,650**	**26.58%**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

11 Equity share capital (Contd..)

d) Share holding of promoters*

Promoter name	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Ultramarine & Pigments Limited	2,19,72,040	18.22%	-8.75%	2,04,51,770	19.97%	0.00%
Jasmine Limited	67,71,880	5.61%	-15.15%	67,71,880	6.61%	0.00%
Sujata Sampath Family Trust	29,50,155	2.45%	-14.94%	29,50,155	2.88%	0.00%
Sampath Family Trust	29,50,155	2.45%	-14.94%	29,50,155	2.88%	0.00%
Parthasarathy Rangaswamy	2,13,582	0.18%	100.49%	91,961	0.09%	13.98%
Bhooma Parthasarathy	1,03,389	0.09%	135.17%	39,200	0.04%	0.00%
Indira Sundarrajan	18,84,345	1.56%	-14.74%	18,74,210	1.83%	0.00%
Tara Parthasarathy	28,825	0.02%	139.46%	8,555	0.01%	-98.84%
Meera Parthasarathy	20,270	0.02%	-	-	-	-
Vidhya S	4,83,197	0.40%	-14.31%	4,78,130	0.47%	0.00%
Varadharajan S	4,35,205	0.36%	-15.27%	4,35,205	0.42%	0.00%
Ramya Bharathram	3,95,811	0.33%	-0.27%	3,38,920	0.33%	0.00%
Narayan S	90,000	0.07%	-35.11%	1,10,500	0.11%	-31.37%
Deepa Ajay	10,000	0.01%	2.43%	10,000	0.01%	-75.00%
Sundararajan V S	58,730	0.05%	-12.80%	58,730	0.06%	0.00%
Uttara B	-	-	-	40,000	0.04%	0.00%
Sampath R	65,054	0.05%	42.26%	36,000	0.04%	0.00%
Bharathram V	46,891	0.04%	36.57%	30,000	0.03%	50.00%
Sujata Sampath	25,202	0.02%	104.86%	10,000	0.01%	0.00%
Vidya Family Trust	9,750	0.01%	5.05%	9,750	0.01%	0.00%
Ramya Family Trust	8,800	0.01%	16.40%	8,800	0.01%	0.00%
R Parthasarathy Family Trust	24,10,492	2.00%	-14.58%	23,98,330	2.34%	0.00%
Bhooma Parthasarathy Famiy Trust	23,45,774	1.94%	-14.86%	23,33,950	2.28%	0.00%
Rangaswamy Parthasarathy HUF	26,783	0.02%	272.47%	5,500	0.01%	0.00%
Meera Parthasarathy Famiy Trust	6,90,850	0.57%	-15.49%	6,90,850	0.67%	100.00%
Tara Parthasarathy Famiy Trust	7,30,450	0.61%	-14.46%	7,30,450	0.71%	100.00%
Gayathri Pravin	27,318	0.02%	-25.01%	27,318	0.03%	0.00%
Rangaswamy Sampath HUF	6,418	0.01%	0.00%			
Uttara and Mukund Family Trust	5,067	0.00%	0.00%			
	4,47,66,433	**37.12%**		**4,28,90,319**	**41.87%**	

*The reduction in promoter shareholding percentage is due to issuance of additional equity shares of the Holding Company during the year.

f) The Holding Company had forfeited 40,000 equity shares of ₹ 1 each (31 March 2025: 40,000 equity shares of ₹ 1 each) on which amount originally paid up was ₹ 22,500.

g) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and there were no buy back of shares during the last 5 years immediately preceding 31 March 2026.

h) No dividend has been declared (31 March 2025: NIL) or paid during the current year (31 March 2025: 1024) on the equity shares of the Holding Company

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

12 Capital management policies and procedures

The Group's capital management objectives are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group maintains a mixture of cash and cash equivalents, long-term debt and short-term committed facilities that are designed to ensure it has sufficient available funds for business requirements. There are no imposed capital requirements on the Group, whether statutory or otherwise.

The Group monitors capital using a ratio of 'net debt' to 'equity'. Net Debt is calculated as total borrowings (shown in note 14), less cash and cash equivalents.

The Group's net debt to equity ratio as at 31 March 2025 is as follows:

	As at 31 March 2026	As at 31 March 2025
Total borrowings	2,09,300	1,70,658
Less: Cash and cash equivalents	(6,399)	(18,291)
Net Debt	**2,02,901**	**1,52,367**
Total equity	**1,56,360**	**1,15,567**
Net Debt to equity ratio	**130%**	**132%**

13 Other equity

	As at 31 March 2026	As at 31 March 2025
I. Reserves and Surplus		
(a) Securities premium	51,338	1,971
(b) Capital reserve on acquisition	3,282	3,282
(c) General reserve	4,283	4,283
(d) Retained earnings	59,086	75,858
Total Surplus	**1,17,989**	**85,394**
II. Accumulated other comprehensive income		
(e) Foreign currency translation reserve	21,021	8,994
(f) Cash flow hedging reserve	188	318
(g) Equity instruments classified at FVOCI	15,956	19,837
	37,165	**29,149**
III. Total other equity (I+II)	**1,55,154**	**1,14,543**
(a) Securities premium		
Balance at the beginning of the year	1,971	1,971
Add : Additions made during the year	49,367	-
Balance at the end of the year	**51,338**	**1,971**
Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.		
(b) Capital reserve on acquisition		
Balance at the beginning of the year	3,282	
Add : Additions made during the year	-	3,282
Balance at the end of the year	**3,282**	**3,282**
(c) General reserve		
Balance at the beginning of the year	4,283	
Add : Additions made during the year	-	4,283
Balance at the end of the year	**4,283**	**4,283**
General reserve represents an appropriation of profits by the Group, which can be utilised for purposes such as dividend payout etc.		

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

13 Other equity (Contd..)

	As at 31 March 2026	As at 31 March 2025
(d) Retained earnings		
Balance at the beginning of the year	75,858	81,486
Add : Transfer from statement of profit and loss	(16,791)	(4,610)
Less : Final dividend	-	(1,024)
Less : Other comprehensive income	19	6
Balance at the end of the year	**59,086**	**75,858**
Retained earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc.		

(e) Foreign currency translation reserve

	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	8,994	7,806
Add : Movement during the year	12,027	1,188
Balance at the end of the year	**21,021**	**8,994**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

(f) Cash flow hedging reserve

	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	318	-
Add : Movement during the year	-130	318
Balance at the end of the year	**188**	**318**

Mark to market gains/ losses arising on interest rate swap arrangements are accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the contracts are terminated.

(g) Equity instruments classified at FVOCI

	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	19,837	14,769
Add : Movement during the year	(3,881)	5,068
Balance at the end of the year	**15,956**	**19,837**

The Group has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group considers this to be more relevant.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost)

	As at 31 March 2026	As at 31 March 2025
Non-current borrowings		
Secured		
Term loan from banks	1,49,493	1,25,844
Letter of credit bills discounting	-	9,819
	1,49,493	**1,35,663**
Unsecured		
Term loans from others	7,091	4,403
	7,091	**4,403**
Non-current borrowings	**1,56,584**	**1,40,066**
Current borrowings		
Letter of credit bills discounting	-	1,101
Invoice Bill Discounting	1,089	4,034
Working Capital Demand Loan (WCDL) from bank	15,249	2,332
Inter Corporate Loan	4,000	2,000
Buyers Credit from bank	5,873	-
Current maturities of long-term loan from banks*	12,160	8,100
Interim loan from Huntington bank (Also, refer note 18 (iii))	14,345	13,025
Current borrowings (as per balance sheet)	**52,716**	**30,592**
Total Borrowings	**2,09,300**	**1,70,658**

* includes unsecured portion of ₹ NIL lakhs (31 March 2025: ₹ 2,635 lakhs)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd..)

Notes:

As at 31 March 2026

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly installments of ₹1000 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-11%	18,847	1,000
Term loan from banks	Repayable in 20 equal quarterly installments of ₹1000 lakhs, starting from 30 November 2026 and ending on 31 August 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	17,856	2,000
Term loan from banks	Repayable in 20 equal quarterly installments of ₹100 lakhs, starting from 31 March 2027 and ending on 31 December 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	2,356	125
Term loan from banks	Repayable in 20 equal quarterly installments of ₹50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	8%-11%	0	100
Term loan from banks	Repayable in 24 equal quarterly installments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	8%-11%	–	501
NCD's	Redemption Schedule: at the end of 2 years 33%, at the end of 3rd year 33%, at the end of 4th year 34%.	100% Pledge over unlisted equity shares of TCL Intermediates Private Limited.	INR	Thirumalai Chemicals Limited	11-13%	9,895	–
Short Term Loan	Upto ₹ 18,000 Lakhs, within 5 months from draw down.	Pari-passu charge by way of hypothecation of current assets of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	–	12,349
Inter-corporate loan	Repayable within Thirteen months from the date of disbursement.	NIL	INR	Thirumalai Chemicals Limited	12-15%	–	4,000
Buyers Credit	Based on Due Date as 90-180 days from the invoice date	Pari-passu charge by way of hypothecation of current assets of the Company.	INR	Thirumalai Chemicals Limited	4%-5%	–	5,873

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd..)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Invoice Bill Discounting	Based on Due date Max. 180 days from invoice date	Pari-passu charge by way of hypothecation of current assets of the Company.	INR	Thirumalai Chemicals Limited	9-10%	–	1,089
Term Loan	Repayable in quarterly instalments until September 2031.	Secured by way of first charge on property, plant and equipment, Capital work in progress and right of use asset of the Company.	INR	TCL Intermediates Private Limited	8.5%-9.5%	39,616	8,433
WCDL	Based on Drawing Power.	First pari passu charge on the entire current assets.	INR	TCL Intermediates Private Limited	9%-10%	–	2,900
Term loan from others	Repayable in 8 half yearly instalments, with the first instalment falling due on June 2029.	Unsecured.	USD	Optimistic Organic Sdn Bhd	2%	7,843	–
Term loan from banks	Repayable in 20 quarterly instalments after a moratorium of 24 months starting from 31 December 2025.	1. First pari-passu charge on the movable fixed assets of the company except leasehold land and already existing structures thereon and lien marked assets in favour of the State of West Virginia. 2. Negative lien on shares held by Thirumalai Chemicals Limited, India in TCL Specialties LLC through its holding companies, TCL Global B.V., Netherlands; TCL Inc., United States. 3. Unconditional and irrevocable corporate guarantee of M/s. Thirumalai Chemicals Limited, India till the currency of the loan.	USD	TCL Specialties LLC	8%-9%	60,171	–
Interim loan from Huntington Bank	Repayable in 1 instalment on 31 March 2027.	Loan is secured by a cash collateral provided by West Virginia Economic Development Authority (WVEDA).	USD	TCL Specialties LLC	6%-7%	–	14,346
Total						**1,56,584**	**52,716**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd..)

As at 31 March 2025

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	295	204
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	1,493	1,006
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹338 lakhs starting from 30 November 2020 and ending on 31 Aug 2025.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	672	1,357
Term loan from banks	Repayable in quarterly instalments starting from June 2025 until March 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	11,046	-
Term loan from banks	Repayable in quarterly instalments starting from October 2025 until July 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	11,974	87
Term loan from banks	Repayable in quarterly instalments starting from August 2025 until May 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	5,321	41
Term loan from banks	Repayable in 24 quarterly instalments starting from August 2025 till May 2031.	First pari passu charge by way of hypothecation on the entire movable assets of the group by first lien. First pari passu charge by way of equitable mortgage on lease hold and Bhu rights Estate with other lenders.	INR	TCL Intermediates Private Limited	8%-9%	23,686	1,879

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd..)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in quarterly instalments starting from June 2025 until March 2031	Secured by way of first charge on property, plant and equipment, in case of no Capexs and right of refusal.	INR	TCL Intermediates Private Limited	8.5%-9.5%	14,024	2,362
Letter of credit	Ranges from one month to three years	Secured by way of first charge on capital goods purchased using such letter of credit	INR	TCL Intermediates Private Limited	7%-9%	9,818	1,101
WCDL	Based on Drawing Power	First pari passu charge on the entire current assets	INR		9.05%		356
Term loan from others	Repayable in 8 half yearly instalments, with first instalment falling due on August 2024.	Unsecured	USD	Optimistic Organic Sdn	2%	4,403	2,635
Term loan from banks	Repayable in 20 quarterly instalments starting from January 2024 months starting from 31 December 2025.	1. First pari passu charge on the movable fixed assets of the company except leasehold land and already existing securities thereon held and/or marked status in favor of the State of West Virginia. 2. Negative lien on shares held by Thirumalai Chemicals Limited by 31 TCL Specialties LLC through its holding companies, TCL Global B.V. Netherlands, TCL Inc, United States. 3. Unconditional and irrevocable corporate guarantee of M/s Thirumalai Chemicals Limited, India	USD	TCL Specialties LLC	8%-9%	45,425	
Interim loan from Huntington bank	Repayable in 1 instalment on 31 December 2025	Lien security of the loan. Collateral provided by West Virginia Economic Development Authority (WVEDA)	USD	TCL Specialties LLC	6%-7%		13,025
Total						**1,40,066**	**30,592**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd..)

a) Reconcliation of movement of liabilities to cash flows arising from financing activities:

	Year ended 31 March 2026	Year ended 31 March 2025
Balance at the beginning of the year	1,70,658	1,16,331
A) Changes from financing cash flows		
(i) Proceeds from borrowings	1,38,608	1,39,861
(ii) Transaction costs related to borrowings	(297)	(589)
(iii) Repayment of borrowings	(1,09,561)	(87,399)
(iv) Interest paid	(17,233)	(12,784)
Total changes from financing cash flows	**11,517**	**39,089**
B) Other changes		
(i) Interest accrued	18,567	13,591
(ii) Effect of changes in foreign exchange rates	8,558	1647
Total other changes	**27,125**	**15,238**
Balance at the end of the year	**2,09,300**	**1,70,658**

b) Breach of financial covenants

Non-convertible debentures with a carrying value of ₹ 9,895 lakhs are subject to specified financial covenants, including Gross Debt to Operating EBITDA, Net Debt to Operating EBITDA, Debt Service Coverage Ratio, limits on total debt (comprising term loans and fund-based working capital), and limits on total corporate guarantees. Certain covenants are required to be complied with at both the consolidated group level and for the Indian entities (comprising the Holding Company and TCL Intermediates Private Limited). Compliance with these covenants is monitored at prescribed half-yearly intervals, commencing from March 2026, over the tenure of the facilities.

Term loans availed by the Holding Company (carrying value of ₹ 42,786 lakhs) and by its subsidiary, TCL Intermediates Private Limited (carrying value of ₹ 48,049 lakhs), are also subject to specified financial covenants. These include Total Debt to EBITDA, Net Debt to EBITDA, Net Debt to Total Net Worth, Debt Service Coverage Ratio, Total Outside Liabilities to Adjusted Total Net Worth, Current Ratio, and maintenance of stipulated external credit ratings. Compliance with these covenants is primarily assessed on an annual basis.

In accordance with the terms of the respective financing arrangements, any non-compliance with these covenants provides the lenders with rights to demand immediate repayment of outstanding borrowings and/or recall the facilities.

As at 31 March 2026, the Group was not in compliance with certain applicable covenants. However, prior to the approval of these Consolidated financial statements, the Group has obtained formal waiver letters from the respective lenders for such breaches. Accordingly, the borrowings have been classified in accordance with their original contractual terms, without reclassification, as permitted under paragraph 74 of Ind AS 1 – Presentation of Financial Statements.

As at 31 March 2026, the Group is uncertain about its ability to meet the specified loan covenants as at 30 September 2026 and 31 March 2027, due to anticipated challenges in the operations. Notwithstanding the above, the borrowings have been classified as non-current, as the Group has an existing right to defer settlement for a period of at least twelve months after the reporting period.

15 Lease Liabilities

	Year ended 31 March 2026	Year ended 31 March 2025
Current	217	508
Non Current	7,954	7,397
Total	**8,171**	**7,905**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

16 Provisions

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
(i) Gratuity	1,088	323	1,056	313
(ii) Compensated absences	-	480	328	180
	1,088	**803**	**1,384**	**493**

Provision for employee benefits

i) Gratuity

Gratuity is payable to all the employees at the rate of 15 days salary for each year of service. In accordance with applicable Indian laws, the Holding Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The following table sets out the funded status of the Gratuity Plan and the amounts recognized in the financial statements :

	As at 31 March 2026	As at 31 March 2025
Change in present value of projected benefit obligation		
Present value of benefit obligation at the beginning of the year	1,369	1,235
Interest cost	91	89
Current service cost	130	127
Benefits paid	(155)	(74)
Actuarial (gain)	(25)	(8)
Projected benefit obligation at the end of the year	**1,411**	**1,369**
Thereof		
Unfunded	**1,411**	**1,369**

	Year ended 31 March 2026	Year ended 31 March 2025
Components of net gratuity costs are:		
Current service cost	130	127
Interest cost	91	89
Net gratuity costs recognised in the income statement (Also, refer note 25)	**221**	**216**
Actuarial (gain) recognised in other comprehensive income	(25)	(8)
Principal actuarial assumptions used:		
a) Discount rate	7.20%	6.68%
b) Long-term rate of compensation increase	10.00%	10.00%
c) Average future service	7 - 8 years	7 - 8 years
d) Attrition rate	10.00%	10.00%
e) Mortality table	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

16 Provisions (Contd..)

Employee benefits - Maturity profile

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2026	319	96	390	1,676	2,481
31 March 2025	309	151	320	1,478	2,258

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 7-8 years

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability.

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2026						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	0.50%
Impact on defined benefit obligation	(9)	10	(44)	47	44	(42)

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	-0.50%
Impact on defined benefit obligation	(9)	10	(38)	41	39	(37)

In presenting the above sensitivity analysis the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

ii) Compensated absences

The Holding Company permits encashment of compensated absences accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Holding Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Holding Company does not maintain any plan assets to fund its obligation towards compensated absences.

The principal actuarial assumptions used to determine the liability are same as disclosed for gratuity above.

Impact of New Labour Codes

The Government of India, on 21 November 2025, notified implementation of four new labour codes - Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes"). The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

16 Provisions (Contd..)

remuneration, such excess is deemed to be considered as wages. Based on the management's best estimates the impact of employee benefit obligations is not material to the statement of standalone financial statements for the year ended 31 March 2026. The Group will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

17 Trade payables

	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises (Also, refer note below)	725	805
Total outstanding dues other than micro enterprises and small enterprises	27,982	44,038
	28,707	**44,843**

(a) Trade payable ageing As on 31 March 2026

Particulars	Out standing for the following period from the due date					
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	365	216	114	30	-	725
(ii) Others	9,073	18,195	376	253	85	27,982
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	**9,438**	**18,411**	**490**	**283**	**85**	**28,707**

Trade payables ageing as on 31 March 2025

Particulars	Out standing for the following period from the due date					
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	190	232	50	16	-	488
(ii) Others	35,037	8,748	394	172	4	44,355
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	**35,227**	**8,980**	**444**	**188**	**4**	**44,843**

b) Supply chain financing

The Holding Company participates in a supply chain financing arrangement (SCF) which is disclosed under trade payables under which its suppliers may elect to receive early payment of their invoice from a bank of their choice. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the group and receives settlement from the group at a later date.

The group has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor the original liability was substantially modified on entering into the arrangement. From the group's perspective, the arrangement does not extend payment terms beyond the normal terms agreed and therefore discloses the amounts factored by suppliers within trade payables because the nature and function of the financial liability remain the same as those of other trade payables. All payables under SCF presented under Trade payables aggregating to ₹ 19,582 lakhs as at 31 March 2026 and ₹ 1,085 lakhs as at 31 March 2025 are classified as current, of which suppliers have received payment from finance provider aggregating to ₹ 14,116 lakhs as at 31 March 2026 (31 March 2025: ₹ 719 lakhs). The payment due dates for both SCF and comparable trade payables not part of SCF are 90- 120 days.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Trade payables (Contd..)

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the group and their principal nature remains operating – i.e. payments for the purchase of goods and services. The payments to a supplier by the bank are considered non-cash transactions.

18 Other financial liabilities

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Employee related payables	-	589	-	858
Capital creditors	-	43,458	-	13,189
Directors remuneration payable (Refer note 30(c))	-	45	-	170
Unpaid dividend	-	87	-	117
Derivative liabilities	-	-	-	695
Cash collateral received from WVEDA (Refer note (iii) below)	14,711	-	13,155	-
Other payables	-	222	-	486
Total financial liabilities	**14,711**	**44,401**	**13,155**	**15,515**

Notes:

(i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund by the Holding Company as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

(ii) The Group's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 20.

(iii) Represents amount received by the step down subsidiary TCL Specialties LLC (TCLS LLC) from West Virginia Economic Development Authority (WVEDA) which is used as a cash collateral and marked as lien against an equivalent interim loan granted by the Huntington Bank. Until the interim loan is repaid, TCLS LLC has no access to or control over the cash collateral amount. The amount received from WVEDA will be converted into a permanent loan (accordingly, classified as non current) from the date of commercial production by TCLS LLC and the interim loan from Huntington Bank will be settled on that date. An interest of 2% per annum is paid to WVEDA against the collateral granted. Also, refer note 10.

19 Other liabilities

	As at 31 March 2026		As at 31 March 2025	
	Non-current	Current	Non-current	Current
Deposits from service providers		88		88
Statutory dues		204		253
Advance from customers		2,326		299
Other payables		190		6
Deferred government grant	4,543		4108	
	4,543	**2,808**	**4,108**	**646**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments

I. Financial instruments by category

	As at 31 March 2026			As at 31 March 2025		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial assets						
Investments						
- Equity instruments*	-	-	15,422	-	-	19,960
Trade receivables	19,700	-	-	19,899	-	-
Cash and bank balances	26,203	-	-	35,735	-	-
Derivative contracts	-	492	-	-	-	-
Other financial assets	1,539	-	-	1,112	-	385
Total financial assets	**47,442**	**492**	**15,422**	**56,746**	**-**	**20,345**
Financial liabilities						
Borrowings	2,09,300	-	-	1,70,658	-	-
Lease liabilities	8,171			7,905	-	-
Trade payables	28,707	-	-	44,843	-	-
Other financial liabilities	59,112	-	-	27,975	695	-
Total financial liabilities	**3,05,290**	**-**	**-**	**2,51,381**	**695**	**-**

*Represents the equity securities which are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group considers this to be more relevant.

II. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

- **Level 1:** Quoted (unadjusted) prices in active markets for identical assets or liabilities
- **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents fair value of hierarchy of assets measured at fair value as on 31 March 2026:

	Total	As at 31 March 2026		
		Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	15,422	15,422	-	-
Derivative financial assets				
Interest rate swap contracts	247	-	-	247
Forward contracts	245	-	245	-
Non-financial assets				
CGU at Dahej (Refer note 3)	8,965	-	-	8,965
CGU at Malaysia (Refer note 3)	12,089	-	-	12,089

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd..)

		As at 31 March 2025		
		Fair value measurement using		
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	19,960	19,960	-	-
Derivative financial assets				
Interest rate swap contracts	385	-	-	385
Derivative financial liabilities				
Forward contracts	695	0	695	0

Notes:

(i) Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV provided by the fund management company at the end of each reporting year.

(ii) Level 2: If Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, the instrument is classified as level 2

(iii) Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The management uses valuation performed by Registered valuers for the interest rate swap arrangements.

For determining fair value of non-financial assets, management relies on valuation perform by external valuers

(iv) The Group has not disclosed the fair values for loans, cash and bank balances, trade receivables, other financial assets, trade payables, and other financial liabilities because their carrying amounts are a reasonable approximation to the fair values.

(v) There have been no transfers between levels 1 and 2 during the year.

III. Financial risk management

The Group's activities expose it to market risk, credit risk and liquidity risk. The Group's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. The Group's senior management which is supported by a Treasury Team manages these risks. The Treasury Team advises on financial risks and the appropriate financial risk governance framework in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by the Treasury Team that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The notes below explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Investments, trade receivables, cash and bank balances, loans, other financial assets	Ageing analysis Credit ratings	Diversification of bank deposits, and credit limits
Liquidity risk	Trade and other payables, other financial liabilities	Cash flow forecasts	Receivable management, availability of committed credit lines and borrowing facilities

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd..)

Risk	Exposure arising from	Measurement	Management
Market risk - interest rate	Long term Borrowings	Sensitivity analysis	NA
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian Rupee (₹)	Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

A. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables.

Trade receivables

In respect of trade receivables, the Group is not exposed to any significant credit risk exposure with any single counterparty or any group of counterparties having similar characteristics other than those disclosed in note 9. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good.

Loss allowance for trade receivables are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Cash and bank balances and investments

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets

Other financial assets mainly comprises of security deposits which are given to customers or other governmental agencies, receivable from insurance company & suppliers in relation to contracts executed and are assessed by the Group for credit risk on a continuous basis.

B. Liquidity risk

Liquidity risk is that the Group will not be able to meet its obligations as they become due. The objective of liquidity risk management is to maintain suffcient liquidity and ensure that funds are available for use as and when required. The treasury team's risk management policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Group manages the liquidity risk by maintaining adequate cash reserves, committed credit facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources and trade receivables significantly exceed the current cash outflow requirements. Cash flows from trade receivables are all contractually due within 60 to 90 days based on the credit period.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd..)

The following are the remaining contractual maturities of financial liabilities at the reporting date:

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2026				
Borrowings	45,462	21,393	1,76,771	16,808
Trade and other payables	28,707	-	-	-
Other financial liabilities	59,112	-	-	-
Total	**1,33,281**	**21,393**	**1,76,771**	**16,808**

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2025				
Borrowings	19,994	29,596	1,55,536	23,990
Lease liabilities	257	298	1,805	38,484
Trade and other payables	44,843	-	-	
Other financial liabilities	27,975	-	-	
Total	**93,069**	**29,894**	**1,57,341**	**62,474**

C. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign exchange risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Group's main exposure to interest risk arises from long term borrowing with floating rate. The Group does not have any derivatives to hedge its interest rate risk exposure as at 31 March 2026.

Interest rate sensitivity analysis

The table below summarises the impact of increase /decrease of the interest rates at the reporting date, on the Group's equity and profit for the period. The analysis is based on the assumption of +/- 1% change. Does not include interest cost incurred towards qualifying assets in accordance with Ind AS 23 since it does not have an impact in entity's profit or equity.

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2026				
Term loan from bank and non-convertible debentures	1,007	(1,007)	754	(754)

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
Term loan from bank	859	(859)	643	(643)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd..)

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which revenues and purchases are denominated, and the respective functional currency of the Group Companies. The functional currency of the Group Companies are primarily the Indian Rupee (₹), US Dollars (USD) and Euro (EUR). The currency in which these transactions are primarily denominated are in Indian Rupee (₹), US dollars (USD) and Euro (EUR).

Derivative financial instruments

The Group holds foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Group also holds interest rate swap contracts to mitigate the risk of changes in interest rates. The counterparties for these contracts are generally banks.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

	31 March 2026	31 March 2025
	USD	USD
Financial assets		
Trade receivables	7,553	2,136
Cash and bank balances	412	3,027
Other financial assets	247	-
Financial liabilities		
Trade and other payables	843	27,109
Other financial liabilities	5,873	695
Net assets/ (liabilities)	**1,496**	**(22,641)**

The details in respect of outstanding foreign currency options contracts are as follows:

	As at 31 March 2026		As at 31 March 2025	
	USD in Millions	₹ in Lakhs	USD in Millions	₹ in Lakhs
Forward contract in USD - Buy option	-	-	50.11	43,760
Forward contract in USD - Sell option	7.00	6,418		

The foreign exchange forward contracts mature within 12 months. ₹ figures above have been calculated based on spot rates as at the reporting periods. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as at the Balance Sheet date (amount in millions of USD):

USD Contracts	As at 31 March 2026		As at 31 March 2025	
	Buy	Sell	Buy	Sell
Not later than one month	-	4.70	1.90	-
Later than one month and not later than three months	-	1.90	39.20	-
Later than three months and not later than one year	-	0.40	9.01	-
Total	**-**	**7.00**	**50.11**	**-**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd..)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee (₹) against USD at 31 March would have affected the measurement of financial instruments denominated in such foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant and also assumes a +/- 1% change of the INR /USD exchange rate at 31 March 2026: (31 March 2025: 1%). If the INR had strengthened against the USD by 1% during the year ended 31 March 2026 (31 March 2025: 1%), respectively, then this would have had the following impact on profit before tax and equity net of tax:

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2026				
USD	15	(15)	11	(11)

	Profit before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
USD	(226)	226	(169)	169

Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities. The Group's exposure to equity security prices arises from investments held by the Group and classified in the balance sheet as FVOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

Sensitivity analysis (+/ - 1%)

	OCI before tax		OCI, net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2026				
Quoted equity securities	154	(154)	132	(132)

	OCI before tax		OCI, net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2025				
Quoted equity securities	200	(200)	171	(171)

21 Revenue from operations

	Year ended 31 March 2026	Year ended 31 March 2025
Sale of products (satisfied at a point in time)		
Manufactured goods	1,64,290	1,97,036
Traded goods	7,896	6,663
Gross sales	**1,72,186**	**2,03,699**
Other operating revenues		
Sales of power from wind operated generators	158	120
Income from letting out of storage facility	446	433
Duty drawback benefit	78	75
Export incentive	130	202
Sale of scrap (net of taxes recovered)	554	422
	1,366	**1,252**
	1,73,552	**2,04,951**

There are no material adjustments between the contracted price and revenue recognised in the statement of profit and loss.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

22 Other income

	Year ended 31 March 2026	Year ended 31 March 2025
Interest income financial assets carried at amortised cost	448	772
Dividend income from financial assets carried at FVTOCI	282	243
Profit on sale of property, plant and equipment, net	9	149
Rental income	4	49
Excess provisions/ sundry balances written back (net)	32	322
Gain on foreign currency transaction/ translation (net)	-	243
Gain on fair valuation of derivatives (net)	482	-
Gain on termination of leases	52	45
Insurance claims	1	192
Gain on Sale of Investments	34	
Government Grant*	498	-
Miscellaneous receipts	29	45
	1,871	**2,060**

*The subsidiary, TCL Intermediates Private Limited, is eligible for incentives under the "Scheme for Assistance to Large Industries & Thrust Sector" of the Government of Gujarat in respect of its manufacturing facility located at Dahej, Gujarat. During the year, the subsidiary received approval for incentives in the nature of an interest subsidy, subject to fulfilment of specified conditions relating to committed investments, eligible term loans, employment criteria and operational requirements.

The grant, being related to assets shall be recognised as deferred income and amortised over the useful life of the related assets, upon obtaining reasonable assurance of compliance with the conditions of the scheme. However, considering the operational challenges faced by the subsidiary and the immateriality of the amount, the grant has not been deferred over the useful life of the assets. Accordingly, the entire grant amount has been recognised under Other Income amounting to ₹ 498 lakhs for the year ended 31 March 2026 (31 March 2025: Nil).

23 Cost of materials consumed and purchase of stock-in-trade

	Year ended 31 March 2026	Year ended 31 March 2025
Inventory at the beginning of the year	12,401	15,482
Add : Purchases during the year	1,28,793	1,52,197
	1,41,194	**1,67,679**
Less: Inventory at the end of the year	7,696	12,401
	1,33,498	**1,55,278**
Purchase of stock-in-trade		
Purchase of machinery spares and other chemicals	1,769	4,660
	1,769	**4,660**

24 Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended 31 March 2026	Year ended 31 March 2025
Opening stock		
Finished goods	4,992	4,878
Work-in-progress	3,315	2,139
Stock-in-trade	37	60
	8,344	**7,077**
Closing stock		
Finished goods	3,179	4,992
Work-in-progress	3,316	3,315
Stock-in-trade	356	37
	6,851	**8,344**
Changes in inventories	**1,493**	**(1,267)**

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

25 Employee benefits expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Salaries, wages and bonus	7,834	7,769
Gratuity expense (Also, refer note 16)	221	216
Contribution to provident and other funds	410	471
Staff welfare expenses	319	391
	8,784	**8,847**

26 Finance costs

	Year ended 31 March 2026	Year ended 31 March 2025
Interest expense on financial liabilities carried at amortised cost*	8,056	4,448
Other borrowing costs	844	467
	8,900	**4,915**

*Net of Interest capitalised of ₹ 10,439 lakhs (Previous Year ₹ 6,205 lakhs).

27 Other expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Stores and spares consumed	1,596	2,004
Power and fuel	10,918	8,927
Repairs to:		
Machinery	2,978	3,710
Buildings	388	540
Others	53	111
Packing expenses and materials consumed	1,715	1,890
Freight and forwarding	6,265	8,841
Commission and brokerage	20	36
Rent *	939	738
Rates and taxes	509	290
Insurance	800	688
Travelling and conveyance	631	644
Communication expenses	100	84
Research and development expenses	195	191
Expenses on wind operated generators	57	57
Legal and professional charges	1,072	1,216
Commission to non-executive directors (Also, refer note 30)	52	101
Provision for expected credit loss (Also, refer note 5 & 9)	52	-
Corporate social responsibility expenditure (Also, refer notes 29)	196	280
Donations	3	10
Loss on fair valuation of derivatives	-	497
Loss on foreign currency transaction/ translation (net)	1,132	-
Miscellaneous expenses	1,853	1,698
	31,524	**32,553**

*The Group has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116 which amounts to ₹ 939 lakhs during the current year ended 31 March 2026 (₹ 738 lakhs in previous year).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

28 Loss per equity share

	Year ended 31 March 2026	Year ended 31 March 2025
Basic and diluted loss per share (₹)		
On (loss) for the year	(14.91)	(4.50)

Notes:

The loss and weighted average numbers of equity shares used in the calculation of basic and diluted loss per share are as follows:

	Year ended 31 March 2026	Year ended 31 March 2025
(a) Loss used in the calculation of basic and diluted loss per share:		
Loss for the year	(16,791)	(4,610)
(b) Weighted average number of equity shares used in the calculation of basic and diluted loss per share:		
Weighted average number of equity shares outstanding during the year	11,26,18,798	10,23,88,120

29 Expenditure on Corporate Social Responsibility (CSR)

	Year ended 31 March 2026	Year ended 31 March 2025
(a) Gross amount required to be spent by the Holding Company during the year	196	278
(b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	196	280
(c) Shortfall at the end of the year		(2)
(d) Details of related party transactions		
Thirumalai Charity Trust	193	250
(e) Whether any provision made based on contractual obligation to undertake CSR activity	No	No

Nature of Activities

Program for early Detection, Monitoring and Control of Non-Communicable Diseases (NCD) in the Community; Promoting health care including preventive health care for children.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

30 Related parties

a) Names of related parties and nature of relationship:

Nature of relationship	Name of related party
Key Management Personnel	**Company Executives**
	Mr. R.Parthasarathy (Chairman and Managing Director)
	Mrs. Ramya Bharathram (Managing Director and Chief Financial Officer)
	Mr. C.G Sethuraman (Group Chief Executive Officer) up to 01 July 2025
	Mr. Sanjay Sinha (Chief Executive Officer)
	Mr. Aditya Sharma (Company Secretary) w.e.f 18 August 2025
	Mr. R Pramod Kumar (Company Secretary) up to 18 August 2025 in Holding Company
	Other Directors
	Mr. Rajkumar Kataria (Non executive Director) w.e.f. 16 May 2025
	Mr. R. Sampath (Non Exeutive Director) up to 14 August 2025
	Mr. Arun Ramanathan (Independent Director) up to 21 July 2025
	Mr. Arun Alagappan (Independent Director) up to 31 March 2026
	Mr. Rajeev M Pandia (Independent Director)
	Mrs. Bhama Krishnamurthy (Independent Director)
	Mr. M. Somasundaram (Independent Director)
	Mr. P Mohanachandra Nair (Director)
	Mr. Meghav Deepak Mehta (Independent Director) w.e.f. 10 June 2025
	Mrs. Dayashanker Sabitha (Independent Director) w.e.f. 16 May 2025
Enterprise having transaction with the company during the current year/previous year over which the Key Managerial Personnel and their relatives are able to exercise significant influence	Ultramarine and Pigments Limited (UPL) Thirumalai Charity Trust (TCT)

b) Transactions with related parties

Transaction	Related Party	Year ended 31 March 2026	Year ended 31 March 2025
Remuneration to Key Managerial Personnel*	Mr. R.Parthasarathy	354	333
	Mrs. Ramya Bharathram	240	221
	Mr. P Mohanachandra Nair	32	94
	Key Managerial Personnel other than directors	341	586
Director sitting fees	Independent and non-executive directors	93	67
Commission	Independent and non-executive directors	45	90
Purchase of goods	Ultramarine and Pigments Limited	-	1
Rendering of services	Ultramarine and Pigments Limited	43	47
Receipt of services	Ultramarine and Pigments Limited	23	25
	Thirumalai Charity Trust	10	9
Loans obtained	Ultramarine and Pigments Limited	-	2,000
Loans repaid	Ultramarine and Pigments Limited	2,000	-
Interest on loans obtained	Ultramarine and Pigments Limited	133	10
Corporate social responsibility expenditure	Thirumalai Charity Trust	193	250

*Remuneration pertain to short term employee benefits. As the present value of obligation towards gratuity is determined for all the employees in aggregate, the post-employment benefits and other long-term benefits relating to key management personnel cannot be ascertained individually.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

30 Related parties (Contd..)

c) Balances with related parties

Transaction	Related Party	As at 31 March 2026	As at 31 March 2025
Deposits payable	Ultramarine and Pigments Limited	14	14
Loans payable	Ultramarine and Pigments Limited	-	2,010
Trade payables	Thirumalai Charity Trust	7	-
Directors remuneration payable (including commission to non-executive directors)	Key Managerial Personnel	45	170

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free (except for loans) and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2026, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2025: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

31 Additional information required by Schedule III

Name of entity in the Group	Net assets		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
Holding Company								
Thirumalai Chemicals Limited								
31 March 2026	96%	1,49,780	39%	(6,540)	-48%	(3,895)	119%	(10,435)
31 March 2025	96%	1,10,667	-178%	8,221	77%	5,074	675%	13,295
Subsidiaries								
Cheminvest Pte. Ltd								
31 March 2026	11%	17,651	0%	(24)	0%	-	0%	(24)
31 March 2025	14%	15,982	-2%	73	0%	-	4%	73
Lapiz Europe Ltd								
31 March 2026	0%	26	0%	(5)	0%	-	0%	(5)
31 March 2025	0%	27	0%	(3)	0%	-	0%	(3)
Optimistic Organic Sdn Bhd								
31 March 2026	8%	12,230	19%	(3,109)	0%	-	36%	(3,109)
31 March 2025	12%	14,070	123%	(5,659)	0%	-	-287%	(5,659)
TCL Global B V								
31 March 2026	83%	1,29,045	-1%	128	0%	-	-1%	128
31 March 2025	63%	73,042	-3%	157	0%	-	8%	157
TCL Inc								
31 March 2026	79%	1,23,983	0%	(14)	0%	-	0%	(14)
31 March 2025	63%	72,969	-1%	67	0%	-	3%	67
TCL Specialties LLC								
31 March 2026	78%	1,22,402	8%	(1,291)	-2%	(130)	16%	(1,421)
31 March 2025	63%	72,579	15%	(673)	5%	318	-18%	(355)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

31 Additional information required by Schedule III (Contd..)

Name of entity in the Group	Net assets		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
TCL Intermediates Private Limited								
31 March 2026	5%	8,127	54%	(9,113)	0%	33	104%	(9,080)
31 March 2025	15%	17,207	113%	(5,203)	0%	-	-264%	(5,203)
Eliminations								
31 March 2026	-260%	(4,06,885)	-19%	3,177	150%	12,027	-174%	15,204
31 March 2025	-226%	(2,60,976)	34%	(1,590)	18%	1,188	-20%	(402)
Total								
31 March 2026	**100%**	**1,56,359**	**100%**	**(16,791)**	**100%**	**8,035**	**100%**	**(8,756)**
31 March 2025	**100%**	**1,15,567**	**100%**	**(4,610)**	**100%**	**6,580**	**100%**	**1,970**

32 Contingent liabilities and commitments

(a) Contingent liabilities

	As at 31 March 2026	As at 31 March 2025
i) Claims against the Company, not acknowledged as debts		
Income tax demand including interest contested in Appeal (Refer note (ii) below)	775	120

(i) No provision has been made in respect of disputed demands as at 31 March 2026 from Income-tax Authorities to the extent of ₹ 775 Lakhs since the Holding Company has reasons to believe that it would get relief at the appellate stage.

(ii) No provision has been made in respect of disputed demands as at 31 March 2025 from Income-tax Authorities to the extent of ₹ 120 Lakhs since the Holding Company has reasons to believe that it would get relief at the appellate stage as the said demands are excessive and erroneous. Against the above, the Holding Company has already paid ₹ 343 Lakhs.

(b) Commitments

	As at 31 March 2026	As at 31 March 2025
i) Estimated amount of contracts to be executed on capital account and not provided for	4450	9,021
- Against which advances paid	252	2,836
Other commitments are cancellable at the option of the Group and hence not disclosed.		

ii) The Group has various lease contracts that are non cancellable and the future lease payments for these non-cancellable lease contracts are ₹ 217 lakhs (previous year: ₹ 508 lakhs) within one year (Also, refer note 33).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

33 Leases

i) The Group has entered into lease arrangements for tanks that are renewable on a periodic basis with approval of both lessor and lessee.

ii) The Group does not have any lease commitments towards variable rent as per the contract.

iii) Lease liabilities are presented in the statement of financial position as follows:

	As at 31 March 2026	As at 31 March 2025
Current	217	508
Non-current	7,954	7,397
Total	**8,171**	**7,905**

iv) The following are amounts recognised in profit or loss:-

	Year Ended 31 March 2026	Year Ended 31 March 2025
Depreciation expense of right-of-use assets	411	569
Interest expense on lease liabilities	853	476
Total	**1,264**	**1,045**

v) Total cash outflow pertaining to leases

Total principal cash outflow pertaining to leases during the year ended	(352)	(132)
Total interest cash outflow pertaining to leases during the year ended	(427)	(471)
	(779)	**(603)**

vi) Class of underlying asset for Right of use (Gross block)

	As at 31 March 2026	As at 31 March 2025
Lease hold land	11,527	11,767
Tank	923	948
	12,450	**12,715**

34 Segment reporting

a) Identification of Segments and Customer information

In accordance with Ind AS 108, Operating Segments, the Group has identified manufacture and sale of organic chemicals as the only reportable segment. Other activities of the Group has been assessed to be very insignificant resulting in its operations and results are not being actively reviewed by decision makers of Group. Accordingly, the Group has a single reportable segment. Within the single reportable segment of sale of organic chemicals, no single customer contributes to 10% of the Group's revenue from operations during the current and previous year.

b) Geographical information

The amount of its revenue from external customers and non-current assets other than financial instruments, and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	**31 March 2026**	**31 March 2025**
Revenue from Operations		
- India	1,61,105	1,95,224
- Rest of the World	12,447	9,727
Non-current assets		
- India	1,04,323	39,693
- Rest of the World	2,73,549	2,24,122

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

35 Transfer pricing

As per the Transfer pricing norms introduced in India with effect from 1 April 2001, the Group is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 has been completed and the contracts are recorded at arm's length basis.

36 Compliance with audit trail requirements

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Group has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2026, the Group has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes since it consumes storage space on the disk and can impact database performance significantly. The access to database IDs with Data Manipulation Language (DML) authority, which can make direct data changes (create, change, delete) at database level are limited to specific individuals and no changes have been made at database level during the current year.

Further, the Group has used another accounting software which is operated by a third-party software service provider for maintaining payroll records. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization) does not include details on testing of controls relating to audit trail feature at database level.

Furthermore, except for the abovementioned instances the audit trail has been preserved by the Group as per the statutory requirements for record retention.

37 Additional regulatory information

(i) No loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

(ii) The Group does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(iii) (a) The Group has not availed any borrowings from banks or financial institutions on the basis of security of current assets.

(b) The Group is not declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(iv) The Group has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

(v) There are no charges or satisfaction yet to be registered with Registrar of companies (ROC).

(vi) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(vii) There are no Scheme of Arrangements placed before the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 for approval.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

37 Additional regulatory information (Contd..)

(viii) The Group has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2026.

(ix) The Group did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

38 Going Concern

The Group has incurred a net loss (before tax) of ₹ 20,179 lakhs and has reported negative operating cash flows of ₹ 13,073 lakhs for the year ended 31 March 2026. As at that date, the Group's current liabilities exceeds its current assets by ₹ 50,055 lakhs. The Group's net current liabilities are primarily attributable to capital expenditure incurred by TCL Specialties LLC, USA, a subsidiary, in relation to its ongoing construction activities of its manufacturing plant. As at 31 March 2026, current liabilities include ₹ 26,211 lakhs relating to short-term working capital and cash credit facilities availed from banks.

These facilities are revolving in nature and are subject to periodic renewals. Based on past experience, the Group hnot encountered any difficulty in renewing such facilities. Further, the management has taken various initiatives to strengthen its short-term liquidity position including entering into various working capital funding arrangements with banks and initiating discussions with prospective lenders to raise funds subsequent to the balance sheet date.

TCL Specialties LLC has executed an engagement letter dated 26 November 2025 with a prospective lender and received a communication from them dated 28 May 2026, pursuant to which the prospective lender has expressed its intention to undertake diligence, documentation and structuring of a proposed first lien senior secured term loan facility of up to USD 130 million. TCL Specialties LLC is at an advanced stage of fulfilling the stipulated conditions of the engagement letter and is confident of successfully securing the proposed debt funding.

Considering the cash flow projections, future business plan including plans for raising proposed funding, together with the revolving nature of existing working capital facilities and unutilized credit facilities available with the Group to meet its operational requirements, the management believes that the Group will be able to realize its assets and settle its liabilities in the normal course of business. Accordingly, the management has prepared these consolidated financial statements on going concern basis.

39 Events after the reporting period

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2026) and the date of approval of these financial statements (30 May 2026), other than as disclosed in these consolidated financial statements.

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place: Chennai
Date: 30 May 2026

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place: Chennai
Date: 30 May 2026

R Parthasarathy
Managing Director
(DIN : 00092172)
Place: California
Date: 30 May 2026

M Somasundaram
Director
(DIN : 05185268)
Place: Chennai
Date: 30 May 2026

Sanjay Sinha
Chief Executive Officer
Place: Chennai
Date: 30 May 2026

Aditya Sharma
Company Secretary
(ACS: A39666)
Place: Chennai
Date: 30 May 2026

Notes

Thirumalai Chemicals Limited

Registered Office

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