



Registered Office:

"THIRUMALAI HOUSE",
Plot No. 101-102, Road No. 29,
Sion (East), Mumbai – 400 022, India
PHONE: +91 – 22– 43686200
FAX +91 – 22 – 24011699
E- MAIL: thirumalai@thirumalaichemicals.com
Website: www.thirumalaichemicals.com

(AN ISO 9001, 14001, 50001/ HACCP & FSSC22000 CERTIFIED COMPANY)
CIN: L24100MH1972PLC016149

March 27, 2025

Department of Corporate Services
Bombay Stock Exchange Ltd.
P.J. Towers, 25th Floor,
MUMBAI – 400 001
Fax No: 22723121/2037/3719/2941

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051
Fax No: 26598237/8238

Dear Sirs,

Re.: Reg. 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Declaration of Postal Ballot Result

Ref.: scrip code: 500412 / TIRUMALCHM

Dear Sir/Ma'am,

We hereby forward the minutes of resolution declared by the Chairman on Thursday, March 27, 2025, which was passed by members of Thirumalai Chemicals Limited through Postal Ballot (by remote e-voting process) conducted from Tuesday, February 25, 2025 to Wednesday, March 26, 2025 along with the report forwarded by the Scrutinizer.

Thanking you,

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**

R. Pramod Kumar
Company Secretary & Compliance Officer

Encl: as above

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MINUTES OF RESOLUTION DECLARED BY THE CHAIRMAN ON THURSDAY, MARCH 27, 2025, WHICH WAS PASSED BY MEMBERS OF THIRUMALAI CHEMICALS LIMITED THROUGH POSTAL BALLOT (BY REMOTE E-VOTING PROCESS) CONDUCTED FROM TUESDAY, FEBRUARY 25, 2025 TO WEDNESDAY, MARCH 26, 2025

The appointed Scrutinizer Mr. Manoj Mimani of M/s. R.M. Mimani & Associates LLP, Practicing Company Secretaries, has forwarded his report to the Chairman on March 27, 2025 and the result was declared by the Chairman as detailed below and also uploaded on the websites as required.

1. Subject Matter of Resolution:

To approve raising of funds in one or more tranches, by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding INR 700 crores:

Nature of Resolution: Special Resolution

| Particulars | Number of votes | % of valid votes |
|--------------------|------------------------|-------------------------|
| Assent | 44,204,672 | 99.35 |
| Dissent | 287,809 | 0.65 |
| Total | 44,492,481 | 100.00 |

Accordingly, out of the total 44,492,481 valid votes cast via e-voting, 44,204,672 votes were cast assenting to the Special resolution and 287,809 votes were cast dissenting to the Special resolution.

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

"RESOLVED THAT pursuant to and in accordance with the provisions of Sections 23, 41, 42, 62(1)(c), 71, 179, and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations framed thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and any other applicable provisions, if any, each including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof for the time being in force ("Companies Act") and in accordance with the provisions of the memorandum of association and articles of association of the Company, all other applicable laws, rules and regulations, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and

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Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the uniform listing agreement(s) entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") where the equity shares of the Company of face value of INR 1 each ("**Equity Shares**") are listed, and the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) and / or re-enactment(s) thereof ("**FEMA**"), and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, including any amendment(s), statutory modification(s), variation(s) and / or re-enactment(s) thereof, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendment(s), statutory modification(s), variation(s) and / or re-enactment(s) thereof, and the extant consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the "**ECB Guidelines**"), Foreign Exchange Management (Overseas Investment) Rules, 2022 and the Foreign Exchange Management (Overseas Investment) Regulations, 2022, and such other statutes, clarifications, rules, regulations, circulars, notifications, and guidelines, if any, as may be applicable, each as amended from time to time, issued by the GOI, Ministry of Corporate Affairs ("**MCA**"), Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, the Registrar of Companies ("**RoC**"), and such other statutory, regulatory, governmental or other appropriate authorities under any other applicable laws (hereinafter singly or collectively referred to as the "**Appropriate Authorities**"), and subject to all such approval(s), permission(s), consent(s), and / or sanction(s) as may be necessary or required from any of the Appropriate Authorities and guidelines and clarification issued thereon from time to time, and subject to such terms, conditions, or modifications as may be prescribed by any of the Appropriate Authorities while granting such approvals, permissions, consents, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which shall be deemed to mean and include any duly constituted committee of the Board, thereof for the time being exercising the powers conferred by the Board, including powers conferred by virtue of this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, for such part of the issue and for such

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categories of persons as may be permitted by applicable laws) such number of securities or instruments, including but not limited to Equity Shares, securities convertible or exchangeable into such number of Equity Shares as the Board may decide, convertible debentures, and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares, and/or foreign currency convertible bonds (“FCCB”) and/or foreign currency exchangeable bonds (“FCEB”) which are convertible or exchangeable into Equity Shares at the option of the Company, and/or global depository receipts (“GDRs”), American depository receipts (“ADRs”), and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not) secured/un-secured or any other equity based instrument or combination thereof (all of which are hereinafter referred to as the “Securities”), whether in India or abroad, in one or more tranches and/or one or more issuances simultaneously, with or without green shoe option, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned securities, for an aggregate amount up to INR 700 crores (Rupees Seven Hundred Crores) (inclusive of such premium as may be fixed on such Securities), by way of one or more further public issue(s), debt issue(s), rights issue(s), preferential allotment(s), private placement(s), including through qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations, and / or any other method as may be permitted under the applicable laws, to such eligible investors, including resident or non—resident / foreign investors (whether institutions, banks, mutual funds, foreign portfolio investors, incorporated bodies, individuals, trusts or otherwise), eligible Qualified Institutional Buyers (“QIBs”) (as defined in SEBI ICDR Regulations), existing members, employees of the Company, foreign portfolio investors, mutual funds, pension funds, venture capital funds (foreign or Indian), qualified foreign investors, banks, alternate investment funds, Indian and / or multilateral financial institutions, insurance companies, trusts, stabilizing agents and/or any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called “Investors”), to all or any of them, jointly or severally, in the course of domestic or international offerings, through the issue of prospectus and/or offer document and/or letter of offer and/or offering circular and/or placement document, and / or such other permissible / requisite offer documents / writings / circulars / memoranda as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including the terms of the issuance, security, fixing of record date, securities premium, or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price (whether at prevailing market price(s) or at permissible discount or premium to market price or prices in terms of applicable law), in such manner, and on such terms and conditions as the Board may determine in consultation with the global coordinator(s) and

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book running lead manager(s), with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); and where necessary in consultation with the global coordinator(s) and book running lead manager(s) and / or underwriters and / or stabilizing agent and / or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and / or in respect of different Securities; deciding of other terms and conditions like number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates, if any, as the Board may in its absolute discretion decide, in each case subject to the applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors to be appointed by the Company so as to enable the Company to list on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with the principles and provisions set out in the Depository Receipts Scheme, 2014, as amended, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by Appropriate Authority (including any statutory modification(s), amendment(s) or re-enactment(s) thereof).”

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations):

- (i) the Eligible Securities to be so created, offered, issued and allotted, shall be fully paid up, except as may be permitted under the SEBI ICDR Regulations, and in dematerialised form and shall be subject to the provisions of the memorandum and articles of association of the Company;
- (ii) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board shall only be to successful QIBs as defined in the SEBI ICDR Regulations, and subject to applicable laws, and shall be completed within 365 days from the date of passing of this Special Resolution;
- (iii) the Eligible Securities proposed to be offered, issued, and allotted shall rank pari passu in all respects including with respect to entitlement to dividend with the

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- existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- (iv) in the event where Equity Shares are issued, the “*relevant date*” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed issue of Equity Shares;
 - (v) in the event where Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a committee duly authorised by the Board decides to open the proposed issue of such convertible securities or the date on which the holders of such eligible convertible securities become eligible to apply for Equity Shares, as decided by the Board;
 - (vi) the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
 - (vii) the issuance or allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”). However, the Board, subject to approval of the shareholders of the Company, issue Eligible Securities at a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
 - (viii) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or such other time, except as may be permitted from time to time by the SEBI ICDR Regulations
 - (ix) the allotment to a single QIB in the proposed QIP will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with applicable law;
 - (x) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations from the date of the prior QIP undertaken pursuant one or more special resolutions;
 - (xi) application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;
 - (xii) the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution; and
 - (xiii) no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoter in terms of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of issue of Eligible Securities, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:



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- a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding Equity Shares into a smaller number of shares;
- d) divides its outstanding Equity Shares including by way of stock split;
- e) re-classifies any of its Equity Shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Securities, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to in accordance with applicable law.

RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms



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and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;

- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), as finalized in consultation with the lead manager(s)/underwriter(s)/ advisor(s), in accordance with applicable laws, and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), quantum of the issue, date for opening and closing of the issue, Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Securities to be issued and allotted in each tranche, issue price (including discount, if any), face value and approval and execution of various transaction document;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) Entering into any arrangement for managing, underwriting and marketing the issue and to appoint, in its absolute discretion, managers (including lead manager(s)), investment banker(s), merchant banker(s), underwriter(s), legal counsel, financial advisor(s), depository(ies), custodians, paying and conversion agents, listing agents, escrow bank(s)/agent(s), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required in order to facilitate or consummate the issue, and sign all applications, filings, deeds, documents, memorandum of understanding and agreements in relation to the issue, and to pay any fees, commission, remunerations, costs, charges and other expenses in connection therewith;
- (g) approve of the deposit agreement(s), placement agreement, the purchase/underwriting agreement(s), the trust deed(s), the indenture(s), the master/global GDRs/ADRs/FCCBS/other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the Issue (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;



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- (h) To negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the placement document for issue of the Equity Shares, placement agreement, escrow agreement and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the Issue from time to time and matters connected therewith;
- (i) finalise the materiality policy with respect to disclosures to be made in the prospectus / offer document / placement document;
- (j) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (k) seek any consents and approvals, including, among others, the consent from the Company’s lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities in India or outside India, and any other consents, including from any experts that may be required in connection with the issue;
- (l) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (m) seeking the listing of the Securities on any Indian or international stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (n) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;



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- (o) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (p) acceptance and appropriation of the proceeds of the issue of the Securities;
- (q) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- (r) settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the members of the Company;
- (s) file form FC-GPR, FC-TRS or any other form required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issue;
- (t) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- (u) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds

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and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the issue."

2. Subject Matter of Resolution:

Increasing the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to INR 1700 Crores:

Nature of Resolution: Special Resolution

| Particulars | Number of votes | % of valid votes |
|-------------|-----------------|------------------|
| Assent | 44,374,896 | 99.74 |
| Dissent | 117,563 | 0.26 |
| Total | 44492459 | 100.00 |

Accordingly, out of the total 44,492,459 valid votes cast via e-voting, 44,374,896 votes were cast assenting to the Special resolution and 117,563 votes were cast dissenting to the Special resolution.

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

“RESOLVED THAT in supersession of the earlier Special Resolution passed at the 41st Annual General Meeting of the Company dated August 6, 2014 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rupees One thousand Seven Hundred Crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, , whether in Indian or foreign currency whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, from any person including but not limited to any company, individual, body corporate, banks, financial institutions or any other person, whether Indian or foreign, in any



Registered Office:

"THIRUMALAI HOUSE",

Plot No. 101-102, Road No. 29,

Sion (East), Mumbai – 400 022, India

PHONE: +91 – 22– 43686200

FAX +91 – 22 – 24011699

E- MAIL: thirumalai@thirumalaichemicals.com

Website: www.thirumalaichemicals.com

(AN ISO 9001, 14001, 50001/ HACCP & FSSC22000 CERTIFIED COMPANY)

CIN: L24100MH1972PLC016149

form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/ or expedient in that behalf."

SCRUTINIZER'S REPORT

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

To,
The Chairperson
Thirumalai Chemicals Limited
[L24100MH1972PLC016149]
Thirumalai House, Road No 39,
Scheme No 6, Sion Matunga Estate,
Sion East, Mumbai - 400022

Dear Sir/Madam,

Sub.: Scrutinizer's Report on Postal Ballot process including voting by electronic means (e-voting) conducted pursuant to provisions of Section 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Thirumalai Chemicals Limited (hereinafter referred to as "the Company"), has appointed Manoj Mimani, Partner of R M Mimani & Associates LLP, Company Secretaries, as a Scrutinizer in its Meeting held on Tuesday, January 28, 2025 for the purpose of scrutinizing Postal Ballot (e-voting) on following resolutions as mentioned in the Notice of Postal Ballot dated February 20, 2025;

- To approve raising of funds in one or more tranches, by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws for an amount not exceeding Rs. 700 crores (Special Resolution)
- To enhance the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to INR 1700 Crores (Special Resolution)

The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the Rules framed there under relating to voting through Postal Ballot process including voting by electronic means (e-voting).

My responsibility as Scrutinizer is to ensure that the Postal Ballot process including voting by electronic means (e-voting) are conducted in a fair and transparent manner and to issue the Scrutinizer's Report on the votes cast "FOR" or "AGAINST" the resolutions mentioned in the Postal Ballot Notice based on the Reports generated from the E-voting portal of CDSL.

I submit my report as under;

1. The Postal Ballot Notice dated February 20, 2025 along with the explanatory statement setting out material facts under Section 102 of the Act was sent to the Shareholders through electronic means on Friday, February 21, 2025. The said Notice was sent to all the Members as on the cut-off date i.e., Wednesday, February 19, 2025.
2. The voting rights of Members were considered in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e., Wednesday, February 19, 2025.

MANOJ KUMAR MIMANI
MIMANI
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MANOJ KUMAR MIMANI
Date: 2025.03.27
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R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

3. In terms of the aforesaid Notice, voting through electronic means was kept open from Tuesday, February 25, 2025 9:00 a.m. to Wednesday, March 26, 2025 at 5:00 p.m.
4. All the votes cast through e-voting up to the closing of working hours (5:00 p.m.) on Wednesday, March 26, 2025 being the last date and time fixed by the Company for submission of vote through e-voting were considered for scrutiny.
5. The e-voting were unblocked after 5.00 p.m. of Wednesday, March 26, 2025.
6. Based on the data downloaded from CDSL e-voting portal, the total votes cast in favour or against the resolution proposed in the Notice of Postal Ballot are as under:

Item No. 1:

To approve raising of funds in one or more tranches, by issuance of securities by way of private offerings, qualified institutions placement(s) and /or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding INR 700 crores - Special Resolution

| Method of Voting | Votes in favour the resolution | | | Votes against the resolution | | |
|------------------|--------------------------------|---------------|------------------|------------------------------|---------------|------------------|
| | No. of shareholder s voted | No. of shares | % of valid votes | No. of shareholders voted | No. of Shares | % of valid votes |
| E-voting | 160 | 44,204,672 | 99.35 | 15 | 287,809 | 0.65 |

Accordingly, out of the total 44,492,481 valid votes cast, 44,204,672 votes were cast **assenting** to the special resolution and 287,809 votes were cast **dissenting** to the Special Resolution.

Item No. 2:

To enhance the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to INR 1700 Crores - Special Resolution

| Method of Voting | Votes in favour the resolution | | | Votes against the resolution | | |
|------------------|--------------------------------|---------------|------------------|------------------------------|---------------|------------------|
| | No. of shareholder s voted | No. of shares | % of valid votes | No. of shareholders voted | No. of Shares | % of valid votes |
| E-voting | 161 | 44,374,896 | 99.74 | 13 | 117,563 | 0.26 |

Accordingly, out of the total 44,492,459 valid votes cast, 44,374,896 votes were cast **assenting** to the special resolution and 117,563 votes were cast **dissenting** to the Special Resolution.

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

MANOJ
KUMAR
MIMANI

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KUMAR MIMANI
Date: 2025.03.27
12:39:06 +05'30'

R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

You may accordingly declare the result of voting, as required.

Thanking you,

Yours faithfully,

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

MANOJ KUMAR MIMANI
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KUMAR MIMANI
Date: 2025.03.27
12:39:34 +05'30'

Manoj Mimani

Partner

ACS No: 17083

CP No: 11601

PR No.: 1065/2021

UDIN: A017083F004162246

Dated: March 27, 2025

Place: Mumbai