

**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

November 28, 2025

To,

**The National Stock Exchange of India
Limited**
Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip code: TIRUMALCHM

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip code: 500412

Dear Sir/Madam

Sub.: Reg. 30 and 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Declaration of Postal Ballot Results

With reference to above captioned subject, we enclose herewith the Minutes of the Resolution Passed by way of Postal Ballot (Through E-Voting Process) by the Members of Thirumalai Chemicals Limited on Friday, November 28, 2025 along with Scrutinizer's Report.

Thanking you,

Yours faithfully,
For THIRUMALAI CHEMICALS LIMITED

Aditya Sharma
Company Secretary & Compliance Officer

Encl: as above

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT (THROUGH E-VOTING PROCESS) BY THE MEMBERS OF THIRUMALAI CHEMICALS LIMITED ON FRIDAY, NOVEMBER 28, 2025, RESULTS OF WHICH WERE DECLARED ON FRIDAY, NOVEMBER 28, 2025 AT 7.00 P.M.

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 November 28, 2025 and the result was declared by the Chairman as detailed below and also uploaded on the websites as required.

SPECIAL BUSINESS:

1. To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to investors:

Nature of Resolution: Special Resolution

Particulars	Number of votes	% of valid votes
Assent	4,45,95,980	99.99
Dissent	3,164	0.01
Total	4,45,99,144	100

Accordingly, out of the total **4,45,99,144** valid votes cast via e-voting, **4,45,95,980** votes were cast assenting to the Special resolution and **3,164** votes were cast dissenting to the Special resolution.

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

“RESOLVED THAT pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any amendment(s), statutory modifications(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the “**Act**”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions

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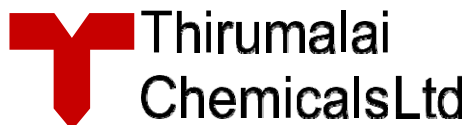
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of Shares and Takeovers) Regulations, 2011 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) ("**SEBI SAST Regulations**") and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("**SEBI**") and/ or the stock exchanges where the equity shares of the Company are listed and (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE together, the "**Stock Exchanges**") on which the equity shares of the Company having face value of ₹1/- (Rupee One only) ("**Equity Shares**") are listed (iv) the applicable provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under, each as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**") as amended from time to time, subject to other applicable rules, regulations and guidelines issued by Ministry of Finance, Reserve Bank of India ("**RBI**") (v) in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the SEBI , or any other statutory or regulatory authority, in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any duly constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), subject to consent from the Bankers if any required, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up **18,96,614** (Eighteen Lakhs Ninety Six Thousand Six Hundred Fourteen Only) fully paid-up Equity Shares of face value of ₹1/- (Rupee One only) each at a price of ₹ 296/- (Rupees Two Hundred and Ninety Six Only) (including a premium of ₹295/- each) per Equity Share, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating up to ₹ **56,14,00,000/-** (Fifty Six Crores Fourteen Lakhs Only), from time to time, in one or more tranches, to the persons as listed in the table below ("**Proposed Allottees**"), including to the promoter and promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis (the "**Preferential Allotment**"), for cash consideration, on such terms and conditions as set out herein and as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Act and other applicable laws:


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Sr. No.	Name of Proposed Allottees	Category of the Proposed Allottee	Maximum Number of Equity Shares to be issued and allotted	Maximum Consideration Amount (in ₹)
1	R SAMPATH jointly held with SUJATA SAMPATH	Promoter Group – Individual	29,054	86,00,000.00
2	SUJATA SAMPATH jointly held with R SAMPATH	Promoter Group - Individual	15,202	45,00,000.00
3	RANGASWAMY SAMPATH HUF	Promoter Group - HUF	6,418	19,00,000.00
4	RAMYA BHARATHRAM jointly held with R SAMPATH	Promoter Group – Individual	16,891	50,00,000.00
5	V BHARATH RAM	Promoter Group – Individual	16,891	50,00,000.00
6	UTTARA AND MUKUND FAMILY TRUST	Promoter Group - Trust	5,067	15,00,000.00
7	S VIDYA jointly held with R SAMPATH	Promoter Group - Individual	5,067	15,00,000.00
8	PARTHASARATHY RANGASWAMY jointly held with BHOOMA PARTHASARATHY	Promoter - Individual	1,21,621	3,60,00,000.00
9	BHOOMA PARTHASARATHY	Promoter Group -	64,189	1,90,00,000.00


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Sr. No.	Name of Proposed Allottees	Category of the Proposed Allottee	Maximum Number of Equity Shares to be issued and allotted	Maximum Consideration Amount (in ₹)
	jointly held with PARTHASARATHY RANGASWAMY	Individual		
10	MEERA PARTHASARATHY jointly held with TARA PARTHASARATHY	Promoter Group - Individual	20,270	60,00,000.00
11	TARA PARTHASARATHY jointly held with MEERA PARTHASARATHY	Promoter Group - Individual	20,270	60,00,000.00
12	RANGASWAMY PARTHASARATHY HUF	Promoter Group - HUF	21,283	63,00,000.00
13	R PARTHASARATHY FAMILY TRUST	Promoter Group - Trust	12,162	36,00,000.00
14	BHOOMA PARTHASARATHY FAMILY TRUST	Promoter Group - Trust	11,824	35,00,000.00
15	INDIRA SUNDARARAJAN jointly held with V S SUNDARARAJAN	Promoter Group - Individual	10,135	30,00,000.00
16	ULTRAMARINE AND PIGMENTS LTD	Promoter Group - Body Corporate	15,20,270	45,00,00,000.00
	Total		18,96,614	56,14,00,000.00

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RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Wednesday, October 29, 2025, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. Friday, November 28, 2025

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions in addition to the terms and conditions as prescribed under applicable laws:

- a) The Allotment of Equity Shares shall only be made in dematerialized form;
- b) Each of the Proposed Allottees shall be required to pay 100% of the consideration for the relevant Equity Shares at the time of application to the Equity Shares;
- c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees;
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove;
- e) The Equity Shares allotted to the Proposed Allottees shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- f) The Equity Shares allotted to the Proposed Allottees pursuant to this Preferential Allotment and where applicable, the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;
- g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- h) The Equity Shares so offered, issued and allotted will be listed on the BSE and NSE,

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subject to the receipt of necessary regulatory permissions and approvals as the case may be.

i) Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors for the issue of invitation to subscribe to the Equity Shares and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of Equity Shares to be allotted to the Proposed Allottees; (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, (x) to appoint and execute necessary agreements with the monitoring agency, if any and (xi) to take all other steps

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which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory/(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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 Wednesday, October 29, 2025 for the purpose of scrutinizing Postal Ballot (e-voting) on following resolutions as mentioned in the Notice of Postal Ballot dated October 29, 2025;

- To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to investors (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 October 29, 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 Wednesday, October 29, 2025. The said Notice was sent to all the Members as on the cut-off date i.e., Friday, October 24, 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., Friday, October 24, 2025.
3. In terms of the aforesaid Notice, voting through electronic means was kept open from Thursday, October 30, 2025 9:00 a.m. to Friday, November 28, 2025 at 5:00 p.m.

MANOJ
KUMAR
MIMANI

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by MANOJ
KUMAR MIMANI
Date: 2025.11.28
19:24:41 +05'30'

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

- All the votes cast through e-voting up to the closing of working hours (5:00 p.m.) on Friday, November 28, 2025 being the last date and time fixed by the Company for submission of vote through e-voting were considered for scrutiny.
- The e-voting were unblocked after 5.15 p.m. of Friday, November 28, 2025.
- 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 the issuance of Equity Shares for cash consideration by way of a Preferential issue on a private placement basis to investors. - 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	209	4,45,95,980	99.99	14	3,164	0.01

Accordingly, out of the total 4,45,99,144 valid votes cast, 4,45,95,980 votes were cast **assenting** to the Special Resolution and 3,164 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.

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
Digitally signed
by MANOJ
KUMAR MIMANI
Date: 2025.11.28
19:25:42 +05'30'

Manoj Mimani
Partner

ACS No: 17083
CP No: 11601
PR No.: 1065/2021

UDIN: A017083G002104795

Dated: November 28, 2025

Place: Mumbai