

**Registered Office:**

"THIRUMALAI HOUSE",

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

Sion (East), Mumbai – 400 022, India

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E- MAIL: thirumalai@thirumalaichemicals.comWebsite: www.thirumalaichemicals.com

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

CIN: L24100MH1972PLC016149

October 29, 2025

To,

The National Stock Exchange of (India) Limited

Listing Department

Exchange Plaza, Bandra Kurla Complex

Bandra (East)

Mumbai 400 051

Symbol: TIRUMALCHM

BSE Limited

Department of Corporate Services

Floor 25, Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400 001

Security code no.: 500412

Dear Sir/ Madam,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we are enclosing herewith the Postal Ballot Notice dated October 29, 2025 (the "Notice"), together with the Explanatory Statement has been sent on October 29, 2025 (i.e., today) at their registered email addresses, seeking approval for the following special business as set out in the said Notice:

S.N.	Resolution	Approval
1.	To approve the issuance of Equity Shares for cash consideration by way of a Preferential Issue on a private placement basis to the investors.	Special Resolution

In compliance with the circulars issued by the Ministry of Corporate Affairs, the Notice is being sent in electronic form only to those Members whose names appear in the Register of Members as on Friday, October 24, 2025, and who have registered their email addresses with the Company or with the depository/depository participants. The manner of voting on the proposed resolution shall be restricted to remote e-voting only. The e-voting period will commence at 09:00 A.M. (IST) on Thursday, October 30, 2025, and will end at 05:00 P.M. (IST) on Friday, November 28, 2025 (both days inclusive). The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of the remote e-voting process.

Kindly take the above information into your record.

Thanking you,

Yours faithfully,

For Thirumalai Chemicals Limited**Aditya Sharma****Company Secretary & Compliance officer**

Encl: As above.

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

CIN: L24100MH1972PLC016149

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

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

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, General Circular No. dated 09/2023 dated September 25, 2023, General circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Thirumalai Chemicals Limited (the Company) seeks approval of Members to transact the Business set out below and as contained in the Postal Ballot Notice dated Wednesday, October 29, 2025. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

SPECIAL BUSINESS:

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

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

"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 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

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

CIN: L24100MH1972PLC016149

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:

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

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

CIN: L24100MH1972PLC016149

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 ₹)
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 jointly held with PARTHASARATHY RANGASWAMY	Promoter Group - Individual	64,189	1,90,00,000.00
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

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

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

CIN: L24100MH1972PLC016149

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, 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

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

CIN: L24100MH1972PLC016149

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 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.”

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

CIN: L24100MH1972PLC016149

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

**Aditya Sharma
Company Secretary & Compliance Officer**

**Registered Office: Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
Date: October 29, 2025**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, which sets out details relating to Resolution in the notice is annexed hereto.
2. The Notice is being sent by e-mail to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on **Friday, October 24, 2025 i.e. the Cut-off Date**. The Notice is being sent to members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of physical shareholding). The same is also available on the Company's website at www.thirumalaichemicals.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of CDSL.
3. Members whose names appear on the Register of members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cutoff Date. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting.
4. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) at rnt.helpdesk@linkintime.co.in.
5. The Board of Directors has appointed Mr. Manoj Mimani (Membership No. ACS 17083), Partner and failing him, Mrs. Ranjana Mimani, (Membership No. FCS 6271), Partner of M/s. R.M. Mimani & Associates LLP, Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and read with the Rules

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

CIN: L24100MH1972PLC016149

and the MCA Circulars, the Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically. The instructions for E-voting facility arranged by the Company are mentioned in the Notes below. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

7. **The voting period begins on Thursday, October 30, 2025 at 09.00 am (IST) and ends on Friday, November 28, 2025 at 05.00 p.m. (IST) (both days inclusive).** During this period, the shareholders of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date of **Friday, October 24, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **05.00 p.m. (IST) on Friday, November 28, 2025**.
8. In terms of Secretarial Standard–2, the resolutions, on receiving the requisite number of ‘assent’ votes, shall be deemed to have been passed on **Friday, November 28, 2025**.
9. After completion of scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman of the Company (“Chairman”) or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot e-voting shall be declared within 2 (two) working days from the end of voting, at the registered office of the Company and communicated to the stock exchange(s), and shall also be displayed on the Company’s website, viz., www.thirumalaichemicals.com and the website of E-voting agency CDSL.

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

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

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

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

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

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

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

CIN: L24100MH1972PLC016149

Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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</p>

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

CIN: L24100MH1972PLC016149

	<p>you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

CIN: L24100MH1972PLC016149

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.

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

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’

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

CIN: L24100MH1972PLC016149

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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.

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

CIN: L24100MH1972PLC016149

- 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.

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 Registrar and Share Transfer Agent “MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*)” on their email ID at rnt.helpdesk@linkintime.co.in.

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

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

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

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

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

Item No: 1

As required under Section 102(1) of the Companies Act, 2013, as amended (the “Act”), the following statement sets out all the material facts relating to the special business mentioned under Item No. 01 of this Notice.

Pursuant to the resolution passed by the Board of Directors of the Company in their meeting held on Wednesday, October 29, 2025 and subject to the necessary statutory and regulatory approvals, if any, the Board has approved the creation, offer, issue and allotment of up to **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 (“Equity Shares”) at a price of ₹296/- (Rupees Two Hundred and Ninety Six

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

CIN: L24100MH1972PLC016149

Only) per Equity Share, inclusive of a premium of ₹295/- (Rupees Two Hundred and Ninety Five Only) per Equity Share for an aggregate consideration of ₹ 56,14,00,000 (Rupees Fifty Six Crores Fourteen Lakhs Only) (“**Preferential Issue**”), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), by way of preferential issue on private placement basis, in the following manner:

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 jointly held with PARTHASARATHY RANGASWAMY	Promoter Group – Individual	64,189	1,90,00,000.00
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

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

CIN: L24100MH1972PLC016149

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 ₹)
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

(hereinafter collectively referred as the “**Proposed Allottees**”)

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V - Preferential Issue of the SEBI ICDR Regulations as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder, including Sections 23, 42, 62(1)(c) of the Act and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, including Regulation 163 of the SEBI ICDR Regulations, and other applicable laws are as provided herein below:

1. Object(s) of the Preferential Issue:

The Company shall utilize out of ₹ 55,99,00,000/- (after adjustment of expenses related to the Preferential Issue, if any) (“**Net Proceeds**”) at least ₹ 35,99,00,000/- (Rupees Thirty Five Crores Ninety Nine Lakhs Only) from the Preferential Issue towards investment in TCL Global B.V for onward investment eventually into TCL Specialties LLC in the United States of America to finance capital expenditure and the remaining amount as indicated below shall be utilized to meet the working capital requirements of the Company. The Proceeds shall be utilized in the manner as specified below:

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

CIN: L24100MH1972PLC016149

Sr. No.	Description of Object	Estimated Amount (in ₹)	Tentative timeline for utilisation of issue proceeds
1	Investment in TCL global BV for onward investment eventually into TCL Specialties LLC in the United States of America to finance capital expenditure by way of shareholders loan or equity infusion	35,99,00,000	March, 2026
2	To meet the working capital requirements of the Company	20,00,00,000	March, 2026
3	Issue Expenses	15,00,000	March, 2026
	Total	56,14,00,000	

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213 - 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Company, in accordance with the approval of the Board from time to time, will have flexibility to deploy the Net Proceeds, in compliance with applicable laws. Pending complete utilization of the proceeds from the Preferential Issue towards the Objects described above, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to **18,96,614** (Eighteen Lakhs Ninety Six Thousand Six Hundred Fourteen Only) fully paid-up Equity Shares at a price of ₹ 296/- (Rupees Two Hundred and Ninety Six Only) (including a premium of ₹295/- each) per Equity Share.

3. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of ₹ 56,14,00,000 (Rupees Fifty Six Crores Fourteen Lakhs Only) by way of issuance of up to 18,96,614 (Eighteen Lakhs Ninety Six Thousand Six Hundred Fourteen Only) fully paid up Equity Shares.

4. Issue Price:

The Company proposes to offer, issue and allot up to **18,96,614** (Eighteen Lakhs Ninety Six Thousand Six Hundred Fourteen Only) fully paid up Equity Shares at an issue price of ₹ 296/- (Rupees Two Hundred and Ninety Six Only) (including a premium of ₹295/- each) per Equity Share

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

CIN: L24100MH1972PLC016149

which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 6 below in respect of the basis of determining the price of the Preferential Issue.

5. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Wednesday, October 29, 2025 i.e., being the date that is 30 days prior to the date of the meeting i.e. Friday, November 28, 2025.

6. Basis on which the price has been arrived at:

The Equity Shares are listed on Stock Exchanges i.e. National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, the NSE, being the stock exchange with higher trading volumes for the preceding (90) ninety trading days prior to Relevant Date i.e. Friday, October 29, 2025, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a. The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date, which is ₹295.82/- per equity share;

OR

- b. The 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the Relevant Date, which is ₹282.27/- per equity share;

OR

- c. Price determined through the valuation report from an independent registered valuer;

Since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (Five Per Cent) of the post-issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

- d. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The price of ₹296/- (Rupees Two Hundred Ninety Six Only) per Equity Share is not less than the floor price determined above in accordance with Chapter V of SEBI ICDR Regulations.

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

CIN: L24100MH1972PLC016149

The certificate dated October 29, 2025 received from M/s. **R M Mimani & Associates LLP**, Practicing Company Secretaries, certifying compliance for the proposed Preferential Issue of the Company with the pricing formula prescribed under Chapter V of SEBI ICDR Regulations, will be made available for inspection by the members during the Meeting and will be made available on the Company's website and will be accessible at link: <https://thirumalaichemicals.com/announcements-updates/>.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

The issue and allotment under these resolutions is being made to entity /Individual belonging to the promoter and promoter group which also includes Key Managerial Personnel. Please refer point 8 below in respect of the details of promoter group subscribing to the issue.

The issue and allotment under this resolution is not being made to any other promoters, directors or key management personnel of the Company other than mentioned in point 8.

8. Class or Classes of persons to whom the allotment is proposed to be made.

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained the PAN of all the Proposed Allottees:

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	Promoter -	1,21,621	3,60,00,000.00

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

CIN: L24100MH1972PLC016149

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 ₹)
	RANGASWAMY jointly held with BHOOMA PARTHASARATHY	Individual		
9	BHOOMA PARTHASARATHY jointly held with PARTHASARATHY RANGASWAMY	Promoter Group - Individual	64,189	1,90,00,000.00
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

9. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment is pending on account of any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

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

CIN: L24100MH1972PLC016149

10. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue shareholding pattern and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) of the Company is provided as Annexure A to the Notice.

11. Lock-in Period:

The Equity Shares proposed to be allotted pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

12. Identity of the natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottees:

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue are provided herein below:

Name of the Proposed Allottees	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre- Preferential Allotment		Maximum Number of shares proposed to be issued	Post-Preferential Allotment*	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights
R SAMPATH jointly held with SUJATA SAMPATH	Promoter Group - Individual	Not Applicable	36,000	0.03	29,054	65,054	0.05
SUJATA SAMPATH jointly held with R SAMPATH	Promoter Group - Individual	Not Applicable	10,000	0.01	15,202	25,202	0.02
RANGASWAMY SAMPATH HUF	Promoter Group - HUF	SUJATA SAMPATH	-	0.00	6,418	6,418	0.01
RAMYA BHARATHRAM jointly held with R SAMPATH	Promoter Group - Individual	Not Applicable	3,78,920	0.32	16,891	3,95,811	0.33

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

CIN: L24100MH1972PLC016149

Name of the Proposed Allottees	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre- Preferential Allotment		Maximum Number of shares proposed to be issued	Post-Preferential Allotment*	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights
V BHARATH RAM	Promoter Group - Individual	Not Applicable	30,000	0.03	16,891	46,891	0.04
UTTARA AND MUKUND FAMILY TRUST	Promoter Group - Trust	UTTARA BHARATH RAM	-	0.00	5,067	5,067	0.00
S VIDYA jointly held with R SAMPATH	Promoter Group - Individual	Not Applicable	4,78,130	0.40	5,067	4,83,197	0.40
PARTHASARATHY RANGASWAMY jointly held with BHOOMA PARTHASARATHY	Promoter - Individual	Not Applicable	91,961	0.08	1,21,621	2,13,582	0.18
BHOOMA PARTHASARATHY jointly held with PARTHASARATHY RANGASWAMY	Promoter Group - Individual	Not Applicable	39,200	0.03	64,189	1,03,389	0.09
MEERA PARTHASARATHY jointly held with TARA PARTHASARATHY	Promoter Group - Individual	Not Applicable	-	0.00	20,270	20,270	0.02
TARA PARTHASARATHY jointly held with MEERA PARTHASARATHY	Promoter Group - Individual	Not Applicable	8,555	0.01	20,270	28,825	0.02
RANGASWAMY PARTHASARATHY HUF	Promoter Group - HUF	BHOOMA PARTHASARATHY	5,500	0.00	21,283	26,783	0.02

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

CIN: L24100MH1972PLC016149

Name of the Proposed Allottees	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre- Preferential Allotment		Maximum Number of shares proposed to be issued	Post-Preferential Allotment*	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights
R PARTHASARATHY FAMILY TRUST	Promoter Group - Trust	BHOOMA PARTHASARATHY	23,98,330	2.02	12,162	24,10,492	2.00
BHOOMA PARTHASARATHY FAMILY TRUST	Promoter Group - Trust	PARTHASARATHY RANGASWAMY	23,33,950	1.97	11,824	23,45,774	1.95
INDIRA SUNDARARAJAN jointly held with V SUNDARARAJAN	Promoter Group - Individual	Not Applicable	18,74,210	1.58	10,135	18,84,345	1.56
ULTRAMARINE AND PIGMENTS LTD	Promoter Group - Body Corporate	Exempted, pursuant to the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations	2,04,51,770	17.24	15,20,270	2,19,72,040	18.23

*Post Preferential Issue % holding has been calculated considering full subscription.

\$ Aggregating the first holder's holdings jointly with others

13. Certificate from Practicing Company Secretary:

The Certificate issued by M/s. **R M Mimani & Associates LLP**, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and will be accessible at link: <https://thirumalaichemicals.com/announcements-updates/>

14. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees pursuant to the Preferential Issue.

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

CIN: L24100MH1972PLC016149

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from April 1, 2025 till the date of this Notice, the Company has made preferential allotments of 1,62,68,040 Equity Shares to 21 allottees on August 26, 2025 by offer letter dated August 21, 2025 at a price of ₹ 277/- (Rupees Two Hundred Seventy Seven Only) (including a premium of ₹276/- each) per Equity Share. The listing approval for the allotted equity shares is being awaited from the Stock Exchanges.

16. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.

The proposed allottees are Promoter and the person belonging to the Promoter Group of the Company. Such status shall remain the same post the Preferential Issue.

17. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable as the Preferential Issue will be undertaken for cash consideration.

18. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited shall rank *pari passu* with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

19. Listing:

The Company shall make an application to the BSE Limited and National Stock Exchange of India Limited (collectively known as "Stock Exchanges") on which the existing Equity Shares are listed, for listing of the aforementioned Equity Shares pursuant to the Preferential Issue.

The above Equity Shares, once allotted, shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects, including dividend.

20. Principle terms of assets charged as securities:

Not applicable.

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

CIN: L24100MH1972PLC016149

21. Monitoring of utilisation of funds

Since, the proceeds from the Preferential Issue does not exceed ₹100 Crores (Rupees One Hundred Crores), there is no requirement to appoint a monitoring agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

22. Other Disclosures:

- a. The Proposed Allottees have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or any other circular or notification as may be issued by SEBI, from time to time, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- e. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- g. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.*

**Since the Equity Shares are listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.*

Except the promoter and members of promoter group (includes KMPs) who are proposed allottees to the issue, none of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to the extent to their shareholding in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on

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

CIN: L24100MH1972PLC016149

private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Annexure A

Sl. No	Category of Shareholders	Pre-Preferential Allotment (as on October 29, 2025)		Post Allotment of Equity Shares	
		No of Shares	%	No of Shares	%
A.	Promoters Shareholding				
	Indian				
	-Individual	35,46,411	2.99	38,93,702	3.23
	-Body Corporate	2,72,23,650	22.95	2,87,43,920	23.84
	-Trust	1,20,72,440	10.17	1,21,01,493	10.04
	Foreign	-	-		
	-Individual	27,318	0.02	27,318	0.02
	-Body Corporate	-	-	-	-
	Total(A)	4,28,69,819	36.13	4,47,66,433	37.13
B.	Public Shareholding				
	Central Government/ State Government(s)	200	0.00	200	0.00
	Institutional Investors				0.00
	Banks	10,760	0.01	10,760	0.01
	Mutual Funds	96,18,687	8.11	96,18,687	7.98
	Foreign Portfolio - Corp	25,00,217	2.11	25,00,217	2.07
	Foreign Institutional Investors				
	Alternative Investment Fund	13,68,692	1.15	13,68,692	1.14
	Insurance Companies	4,000	0.00	4,000	0.00
	Other financial Institutions	500	0.00	500	0.00
	Non-Institutional Investors				
	Resident Individuals	4,76,93,473	40.19	4,76,93,473	39.56
	Non Resident Indians	17,19,002	1.45	17,19,002	1.43
	Clearing Members	7,36,535	0.62	7,36,535	0.61
	NBFC	58,500	0.05	58,500	0.05
	Body Corporates LLP	14,88,512	1.25	14,88,512	1.23
	Other Body Corporates	73,92,101	6.23	73,92,101	6.13
	I E P F	10,26,064	0.86	10,26,064	0.85
	H U F	21,16,948	1.78	21,16,948	1.76
	Foreign Nationals	2000	0.00	2000	0.00
	Trusts	3,630	0.00	3,630	0.00
	Escrow Account	46,520	0.04	46,520	0.04

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

CIN: L24100MH1972PLC016149

Sl. No	Category of Shareholders	Pre-Preferential Allotment (as on October 29, 2025)		Post Allotment of Equity Shares	
	Sub Total (B)	7,57,86,341	63.87	7,57,86,341	62.87
	Total (A+B)	11,86,56,160	100.00	12,05,52,774	100.00

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

**Aditya Sharma
Company Secretary & Compliance Officer**

**Registered Office: Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
Date: October 29, 2025**