Thirumalai Chemicals Ltd.

ISO 9001, ISO 14001
HACCP CERTIFIED COMPANY

CIN : L24100 MH 1972 PLC016149

Regd. Office : Thirumalai House, Plot No.101/102, Sion-Matunga Estate, Scheme No. 6, Road No. 29, Sion (E), MUMBAI-400 022. India.
Phone : +91-22-4368 6200 / 2401 7841 • Fax : +91-22-2401 1699
E-mail : thirumalai@thirumalaichemicals.com • Website : http:// www.thirumalaichemicals.com

August 08, 2014

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 Sir,

Ref.: **Scrip code: 500412 / TIRUMALCHM**

Re: **Clause 31 (d) / Clause 35A of the Listing Agreement --**
Copy of proceedings / Details regarding the voting results at the 41st AGM held on August 06, 2014.

Date of AGM : 06/08/2014

Total number of shareholders on record date: 16702

No. of shareholders present in the meeting either in person or by proxy:

Promoters and Promoter Group: 8

Public : 31

No. of shareholders attended the meeting through Video conferencing: Nil

The businesses transacted along with their respective voting results are attached.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For **THIRUMALAI CHEMICALS LIMITED**

T. RAJAGOPALAN.
COMPANY SECRETARY.

1. Subject Matter of Resolution:

Adoption of the Directors' Report and the Audited Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date and the Auditors' Report thereon.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2014 and the Audited Profit and Loss Account for the year ended on that date, together with the notes thereon and the Reports of the Board of Directors and Auditors thereon; standalone as well as consolidated; be and are hereby approved and adopted."

2. Subject Matter of Resolution:

Reappointment of Mr.R.Sampath, Director who retires by rotation.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

THIRUMALAI CHEMICALS LTD. MUMBAI

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT Mr. R. Sampath, a Director of the Company, who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as Director of the Company."

3. Subject Matter of Resolution:

Reappointment of Mr.S.Santhanam, Director who retires by rotation.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT Mr. S. Santhanam, a Director of the Company, who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as Director of the Company."

4. Subject Matter of Resolution:

Appointment of M/s CNK & Associates LLP as Statutory Auditors for the Financial Year 2014-15.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

THIRUMALAI CHEMICALS LTD. MUMBAI

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT retiring auditors M/s CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961(W), be and are hereby reappointed as Auditors of the Company to hold the office until the conclusion of next Annual General Meeting, on a remuneration to be determined by the Board of Directors in consultation with them."

5. Subject Matter of Resolution:

Appointment of Dr.S.Rama Iyer as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

Mode of Voting	**E-Voting and Poll**					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. S.Rama Iyer (holding DIN 00076549), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

6. Subject Matter of Resolution:

Appointment of Mr. A.Janakiraman as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

THIRUMALAI CHEMICALS LTD MUMBAI

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. Janakiraman (holding DIN 01831854), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

7. Subject Matter of Resolution:

Appointment of Mr. P.Shankar as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.P.Shankar (holding DIN 01638317), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

8. Subject Matter of Resolution:

Appointment of Mr. Raj Kataria as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

Mode of Voting	**E-Voting and Poll**					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Raj Kataria (holding DIN 01960956), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

9. Subject Matter of Resolution:

Appointment of Mr. N.Subramanian as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

THIRUMALAI CHEMICALS LTD. MUMBAI

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.N.Subramanian (holding DIN 000336468), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

10. Subject Matter of Resolution:

Appointment of Mr. Ravi Shankar as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.R.Ravi Shankar (holding DIN 01224361), Director of the Company, who is retiring by rotation at this meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

11. Subject Matter of Resolution:

Appointment of Mr. Dhruv Moondhra as an Independent Director in compliance with the Companies Act,2013.

Nature of Resolution: Ordinary Resolution

Mode of Voting	**E-Voting and Poll**					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dhruv Moondhra (holding DIN 00151532), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this meeting."

12. Subject Matter of Resolution:

To ratify the remuneration of Cost Auditor for Financial Year 2014-15.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT subject to approval as may be required from the Central Government the appointment of Mr. G. Sundaresan, Cost Accountant, as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2014-15 for a remuneration of Rs.90,000/- in addition to reimbursement of out of pocket expenses, be and is hereby ratified."

13. Subject Matter of Resolution:

To authorize borrowing in excess of net worth of the company.

Nature of Resolution: Special Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		**Valid and Voted against the Resolution**		**Invalid Votes**	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,129,643	02	51		
Poll (B)	17	1,190			01	11
Total (A)+(B)	**47**	**4,130,833**	**02**	**51**	**01**	**11**

Resolution with % of Majority over the votes cast: 100%

Result: **Result**: The Chairman declared that the following Special Resolution had been passed with requisite majority.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; 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 Crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, 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 immoveable, including stock-in-trade, 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."

MANOJ MIMANI
B.COM, A.C.S

The Chairman & Managing Director
Thirumalai Chemicals Limited
Thirumalai House Road No 29,
Near Sion Hill Fort, Sion East,
Mumbai- 400022

Dear Sir,

Sub: Result of E-voting

This is with reference to our appointment as scrutinizer by the Board of Directors of the Company at its Meeting held on May 12, 2014 for electronic voting process for the 41st Annual General Meeting of the Members of the Company scheduled to be held on August 06, 2014.

We are enclosing herewith the following;

1. Report of even date to the Chairman of the Company on result of votes cast by the members of the Company through electronic voting mode
2. Register in the prescribed format showing the e-voting casted by the members of the Company through the e-voting platform provided by the CDSL.

Hope you will find the same in order.

Thanking you,
Yours faithfully,

MANOJ MIMANI
CP No. 11601
Mumbai

MANOJ MIMANI
ACS No. 17083
CP No. 11601
Dated: August 05, 2014
Place: Mumbai
Encl.; As above

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
Ph. No. 022-28174551, Mobile No. 9920214899

MANOJ MIMANI
B.COM, A.C.S

The Chairman & Managing Director
Thirumalai Chemicals Limited
Thirumalai House Road No 29,
Near Sion Hill Fort, Sion East,
Mumbai- 400022

Dear Sir,

Sub: **Report on results of electronic voting**

The Board of Directors of the Company at its Meeting held on May 12, 2014 has appointed me as scrutinizer for electronic voting process for the 41st Annual General Meeting of the Members of the Company scheduled to be held on August 06, 2014.

I have unlocked the votes casted through electronic mode in the presence of two witness named below and reviewed the votes casted through electronic mode. Based the above, submitting here-in-below the report on the result of the voting by electronic mode in respect of items stated in the notice of 9th Annual General Meeting dated May 12, 2014 sent to the members of the Company.

The result of the Poll is as under:

(1) Adoption of Financial Statements of the Company for the financial year ended March 31, 2014

(i) *Voted in favour of the resolution:*

Number of members cast their vote through electronic Mode	**Number shares for votes cast by them**
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	**Number shares for votes cast by them**
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	**Number shares for votes cast by them**
Nil	Nil

MANOJ MIMANI CP No. 11661 Mumbai

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
Ph. No. 022-28174551, Mobile No. 9920214899

(2) Appointment of Director in place of Mr. R. Sampath who retires by rotation and being eligible offered himself for re-appointment

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(3) Appointment of Director in place of Mr. R. S. Santhanam who retires by rotation and being eligible offered himself for re-appointment

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11057 Mumbai

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
Ph. No. 022-28174551, Mobile No. 9920214899

(4) Appointment of statutory auditors of the Company for the financial year 2014-15 and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(5) Appointment of Mr. S. Rama Iyer as Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11601 Mumbai

(6) Appointment of Mr. A. Janakiraman as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(7) Appointment of Mr. P. Shankar as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11801 Mumbai

(8) Appointment of Mr. Raj Kataria as an Independent Director of the Company for a term of 5 years upto March 31, 2019

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(9) Appointment of Mr. N. Subramanian as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11681 Mumbai

(10) Appointment of Mr. R. Ravi Shankar as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(11) Appointment of Mr. Dhruv Moondhra as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11001 Mumbai

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
Ph. No. 022-28174551, Mobile No. 9920214899

(12) To ratify the remuneration of Cost Auditor for the year 2014-15

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

(13) To Authorize borrowing in excess of net worth of the Company

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
30	4,129,643

(ii) Voted against the resolution:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
02	51

(iii) Invalid votes:

Number of members cast their vote through electronic Mode	Number shares for votes cast by them
Nil	Nil

MANOJ MIMANI CP No. 11601 Mumbai

MANOJ MIMANI
B.COM, A.C.S

You may accordingly declare the result of the votes casted through electronic voting mode

Thanking you,
Yours faithfully,

MANOJ MIMANI
ACS No. 17083
CP No. 11601
Dated: August 05, 2014
Place: Mumbai

In the presence of:

1. Mr. Ashish Lade

2. Mrs. Archana Walimbe

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
Ph. No. 022-28174551, Mobile No. 9920214899

MANOJ MIMANI
B.COM, A.C.S

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014*]*

The Chairman & Managing Director
Thirumalai Chemicals Limited
Thirumalai House Road No 29
Near Sion Hill Fort, Sion East,
Mumbai- 400022

Ref. **41st Annual General Meeting of the Equity Shareholders of Thirumalai Chemicals Limited held on August 06, 2014**

Dear Sir,

I, Manoj Mimani Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 41st Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on August 06, 2014 at 3.00 p.m. at Rangaswar Yashwantrao Chavan Pratishthan, Fourth Floor, Gen. Jagannathrao Bhosale Marg, Nariman Point, Mumbai- 400021, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(1) Adoption of Financial Statements of the Company for the financial year ended March 31, 2014

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(2) Appointment of Director in place of Mr. R Sampath who retires by rotation and being eligible offered himself for re-appointment

(i) (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(3) Appointment of Director in place of Mr. S. Santhanam who retires by rotation and being eligible offered himself for re-appointment

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

MANOJ MIMANI CP No. 11601 Mumbai

(4) Appointment of statutory auditors of the Company for 2014-15 and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(5) Appointment of Mr. Rama Iyer as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(6) Appointment of Mr. A. Janakiraman as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(7) Appointment of Mr. P. Shankar as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(8) Appointment of Mr. Raj Kataria as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(9) Appointment of Mr. N. Subramanian as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(10) Appointment of Mr. R. Ravi Shankar as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

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(11) Appointment of Mr. Dhruv Moondhra as an Independent Director of the Company for a term of 5 years

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(12) To ratify the remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

(13) To authorize borrowing in excess of net worth of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast
17	1190	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them	% of total number of valid votes cast

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Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy	Number of shares for votes cast by them
01	11

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully

MANOJ MIMANI
ACS No. 17083
CP No. 11601
Dated: August 06, 2014
Place: Mumbai

MANOJ MIMANI CP No. 11601 Mumbai

In the presence of:

1. Ms. SUJATHA SHANKAR

2. Mr. Mahipat Ambavale

A/101, Excellency, Old Raviraj Complex, Jessal Park, Bhayandar (East),Thane – 401105
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