

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

CIN: L24100MH1972PLC016149

July 26, 2019

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: **Reg. 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.--
Voting Results of the 46th AGM held on July 25, 2019.**

Date of AGM : 25/07/2019

Total number of shareholders on record date: 50892

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

Promoters and Promoter Group: 7

Public : 74

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

The businesses that are transacted at the meeting along with their respective voting results as declared by the Chairman are placed below.

Kindly acknowledge.

Thanking you,

Yours faithfully,
For **THIRUMALAI CHEMICALS LIMITED**



T. Rajagopalan.
Company Secretary

1. Subject Matter of Resolution:

Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43578063	331601	43909664	100.00
Dissent	3	Nil	3	Nil
Total	43578066	331601	43909667	100.00

Accordingly, out of the total 43909667 valid votes cast via e-voting and poll, 43909664 votes were cast assenting to the ordinary resolution and 3 votes were cast dissenting to the ordinary resolution.

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

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2019 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:

To declare dividend for the financial year ended March 31, 2019.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43621624	331,601	43953225	100.00
Dissent	3	Nil	3	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43953225 votes were cast assenting to the ordinary resolution and 3 votes were cast dissenting to the ordinary resolution.

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

“RESOLVED THAT a dividend of Rs.2.00 per equity share on the paid-up equity share capital of the company as recommended by the Board be and is hereby declared for the financial year ended March 31, 2019.”

3. Subject Matter of Resolution:

Reappointment of Mr. R. Sampath (DIN-00092144) who retires by rotation.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43616459	331,601	43948060	100.00
Dissent	5168	Nil	5168	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43948060 votes were cast assenting to the ordinary resolution and 5168 votes were cast dissenting to the ordinary resolution.

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

“RESOLVED THAT Mr. R. Sampath (DIN-00092144), Director of the Company who retires by rotation and being eligible for appointment, be and is hereby reappointed as a Director of the Company.”

4. Subject Matter of Resolution:

To re-appoint Mr. R. Parthasarathy as Chairman and Managing Director.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43616459	331,601	43948060	100.00
Dissent	5168	Nil	5168	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43948060 votes were cast assenting to the Special Resolution and 5168 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT, notwithstanding his completion of seventy years of age during the proposed tenure, pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. R. Parthasarathy (DIN: 00092172), Director, be and is hereby appointed as “Chairman & Managing Director” of the Company under section 196 of the Companies Act, 2013 with effect from August 01, 2019 for a period of three years.

FURTHER RESOLVED THAT Mr. R. Parthasarathy, Managing Director of the company be paid remuneration as stated below:

- i) Basic Salary per month Rs. 11 Lakhs (with annual increment of Rs. 1.5 Lakh in April of each year)
- ii) Commission up to 3% of net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the above remuneration, Mr. R. Parthasarathy shall be entitled to

- a) Perquisites like HRA / unfurnished / furnished accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance, medical insurance for self and family, telephone, etc. Such perquisites being restricted to 50% of the Basic Salary for the relevant year and with an annual increase on the same equivalent to one month’s Basic Salary for subsequent years.

- b) Company's contribution to Provident Fund and Superannuation Fund, each as applicable as per Rules / Norms, or payments made in lieu of such contributions; AND encashment of leave as per rules of the Company. These shall not be included in the computation of limits/ restrictions for remuneration or perquisites as aforesaid, and Mr. R. Parthasarathy shall be entitled to the same.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.

RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment / modification thereof), the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. R. Parthasarathy, Managing Director for the Financial Year, in which there are no profits or profits are inadequate, during the period commencing from August 01, 2019 till the expiry of his term i.e. July 31, 2022.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Subject Matter of Resolution:

To consider the continuation of Directorship of Mr. R. Sampath, Non-Executive Director who will attain the age of Seventy-five (75) in this Financial Year.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43616209	331,601	43947810	100.00
Dissent	5418	Nil	5418	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43947810 votes were cast assenting to the Special Resolution and 5418 votes were cast dissenting to the Special Resolution.

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

"RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. R. Sampath (DIN-00092144), who is liable to retire by rotation, on the Board of the Company notwithstanding his attaining the age of Seventy-five (75) years on November 11, 2019."

6. Subject Matter of Resolution:

To re-appoint Mr. N. Subramanian as an Independent Director.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43621624	331,601	43953225	100.00
Dissent	3	Nil	3	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43953225 votes were cast assenting to the Special Resolution and 3 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N. Subramanian (DIN 000336468), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of two (2) consecutive years from 6th August, 2019.”

7. Subject Matter of Resolution:

To re-appoint Mr. R. Ravi Shankar as an Independent Director.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43621374	331,601	43952975	100.00
Dissent	253	Nil	253	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43952975 votes were cast assenting to the Special Resolution and 253 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R. Ravi Shankar (DIN 01224361), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

8. Subject Matter of Resolution:

To re-appoint Mr. Raj Kataria as an Independent Director.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43616459	331,601	43948060	100.00
Dissent	5168	Nil	5168	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43948060 votes were cast assenting to the Special Resolution and 5168 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Raj Kataria (DIN 01960956), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

9. Subject Matter of Resolution:

To re-appoint Mr. Dhruv Moondhra as an Independent Director.

Nature of Resolution: Special Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43621624	331,601	43953225	100.00
Dissent	3	Nil	3	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43953225 votes were cast assenting to the Special Resolution and 3 votes were cast dissenting to the Special Resolution.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhruv Moondhra (DIN 00151532), who holds office of Independent Director up to 5th August, 2019 and being eligible for re-appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years from 6th August, 2019”

10. Subject Matter of Resolution:

To appoint Mr. Rajeev M Pandia as an Independent Director.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43616459	331,601	43948060	100.00
Dissent	5168	Nil	5168	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43948060 votes were cast assenting to the Ordinary Resolution and 5168 votes were cast dissenting to the Ordinary Resolution.

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

“RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 23.04.2018 and 06.05.2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajeev M Pandia (DIN 00021730), Additional Director of the Company, who is retiring at this meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, is eligible for appointment and meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this meeting.”

11. Subject Matter of Resolution:

To ratify the remuneration of Cost Auditor for Financial Year 2019-20.

Nature of Resolution: Ordinary Resolution

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43620889	331,601	43952490	100.00

Dissent	738	Nil	738	0.00
Total	43621627	331,601	43953228	100.00

Accordingly, out of the total 43953228 valid votes cast via e-voting and poll, 43952490 votes were cast assenting to the ordinary resolution and 738 votes were cast dissenting to the ordinary resolution.

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 M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at 8 / 4 VJ Flats, 30A Valmiki Street, Thiruvanmiyur, Chennai -600 041 be and is hereby appointed as CostAuditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for the Financial Year 2019-20 for a remuneration of Rs. 30,000/-, in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

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 & Poll

This is with reference to our appointment to scrutinizing the e-voting and voting on poll at the 46th Annual General Meeting of the Members of the Company held on Thursday, July 25, 2019.

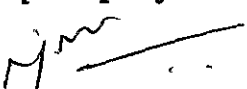
We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Result of Poll at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

For R M Mimani & Associates LLP
[Company Secretaries]


Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2019

Encl.; As above

R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

I - Report on results of e-voting

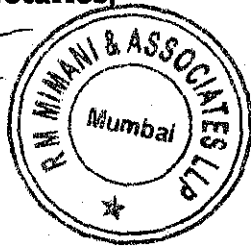
Summary of e-voting Results

EVSN Reference No.	190604003
Voting Start Date	July 21, 2019 at 3.00 P M
Voting End Date	July 24, 2019 at 5.00 P M

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	64	43,578,063	1	03	-	-
2	65	43,621,624	1	03	-	-
3	63	43,616,459	3	5,168	-	-
4	63	43,616,459	3	5,168	-	-
5	62	43,616,209	4	5,418	-	-
6	65	43,621,624	1	03	-	-
7	64	43,621,374	2	253	-	-
8	63	43,616,459	3	5,168	-	-
9	65	43,621,624	1	03	-	-
10	63	43,616,459	3	5,168	-	-
11	62	43,620,889	4	738	-	-

For R M Mimani & Associates LLP
[Company Secretaries]

Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2019

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

II: Report of Scrutinizer on Poll

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman

Thirumalai Chemicals Limited

Thirumalai House Road No 29

Near Sion Hill Fort, Sion East, Mumbai-400022

Ref.: **46th Annual General Meeting of the Equity Shareholders of Thirumalai Chemicals Limited held on Thursday, July 25, 2019**

Dear Sir,

I, Manoj Mimani, partner of R M Mimani & Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 46th Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on Thursday, July 25, 2019 at 2.30 p.m. at Mysore Auditorium, Matunga (East), Mumbai -400019, 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 on March 31, 2019

(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
30	331,601	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
-	-	-



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

(iii) **Invalid** votes:

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

(2) Declaration of dividend for the financial year ended on March 31, 2019

(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
30	331,601	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
-	-	-

(iii) **Invalid** votes:

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

(3) Appointment of Director in place of Mr. R. Sampath (DIN: 00092144) 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
30	331,601	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
-	-	-

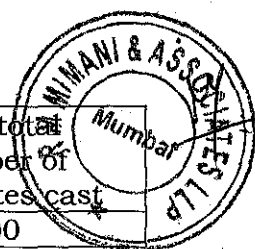
(iii) **Invalid** votes:

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

(4) Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director 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
30	331,601	100



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

(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
-	-	-

(iii) **Invalid** votes:

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

(5) Continuation of Directorship of Mr. R. Sampath, Non-Executive Director who will attain the age of Seventy-five (75) in this financial year.

(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
30	331,601	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
-	-	-

(iii) **Invalid** votes:

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

(6) Re-Appointment of Mr. N. Subramanian (DIN: 000336468) as an Independent Director of the Company

(i) Voted in favour of the resolution:

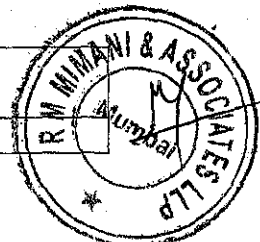
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
30	331,601	100

(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
-	-	-

(iii) **Invalid** votes:

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



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

(7) Re-Appointment of Mr. R. Ravi Shankar (DIN: 01224361) as an Independent Director 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
30	331,601	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
-	-	-

(iii) **Invalid** votes:

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

(8) Re-Appointment of Mr. Raj Kataria (DIN: 01960956) as an Independent Director 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
30	331,601	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
-	-	-

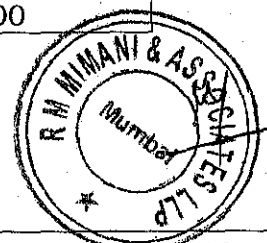
(iii) **Invalid** votes:

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

(9) Re-Appointment of Mr. Dhruv Moondhra (DIN: 00151532) as an Independent Director 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
30	331,601	100



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

(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
-	-	-

(iii) **Invalid** votes:

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

(10) Appointment of Mr. Rajeev M Pandia (DIN: 00021730) as an Independent Director 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
30	331,601	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
-	-	-

(iii) **Invalid** votes:

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

(11) Approval to the appointment and remuneration of GSVK & Co., Cost Accountants as Cost auditors for the financial year 2019-20

(i) Voted in favour of the resolution:

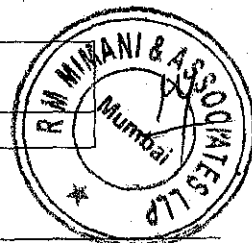
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
30	331,601	100

(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
-	-	-

(iii) **Invalid** votes:

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



R M MIMANI & ASSOCIATES LLP COMPANY SECRETARIES

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary keeping in safe record.

For R M Mimani & Associates LLP
[Company Secretaries]



Manoj Mimani
Partner
ACS No. 17083
CP No. 11601

Place: Mumbai
Date: July 25, 2019

III - Report on consolidated results

Based on result of e-voting and Poll at the 46th Annual General Meeting of the members of the **Thirumalai Chemicals Limited** held on Thursday, July 25, 2019 at 2.30 p.m., Consolidated Results of each item of the Agenda as set out in the notice of AGM dated May 06, 2019 is narrated here-in-below;

Item No.1

Adoption of Financial Statements of the Company for the financial year ended on March 31, 2019.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,578,063	331,601	43,909,664	100.00
Dissent	03	-	03	0.00
Total	43,578,066	331,601	43,909,667	100.00

Accordingly, out of the total **43,909,667** valid votes cast via e-voting and poll, 43,909,664 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.1 of the notice dated May 06, 2019 is passed with **requisite majority**.

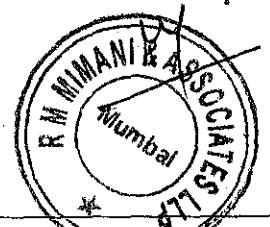
Item No.2

Declaration of dividend for the financial year ended March 31, 2019.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,621,624	331,601	43,953,225	100.00
Dissent	03	-	03	0.00
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,953,225 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.2 of the notice dated May 06, 2019 is passed with **requisite majority**.



Item No. 3

Appointment of Director in place of Mr. R. Sampath (DIN: 00092144) who retires by rotation and being eligible offered himself for re-appointment.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,616,459	331,601	43,948,060	99.99
Dissent	5,168	-	5,168	0.01
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,948,060 votes were cast **assenting** to the ordinary resolution and 5,168 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.3 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 4

Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,616,459	331,601	43,948,060	99.99
Dissent	5,168	-	5,168	0.01
Total	43,621,627	331,601	43,953,228	100.00

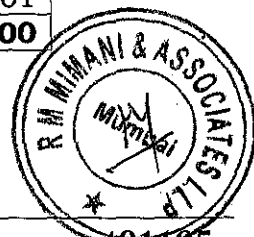
Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,948,060 votes were cast **assenting** to the special resolution and 5,168 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.4 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 5

Continuation of Directorship of Mr. R. Sampath as Non-Executive Director who will attain the age of Seventy-five (75) in this financial year.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,616,209	331,601	43,947,810	99.99
Dissent	5,418	-	5,418	0.01
Total	43,621,627	331,601	43,953,228	100.00



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,947,810 votes were cast **assenting** to the special resolution and 5418 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.5 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 6

Re-Appointment of Mr. N. Subramanian (DIN: 000336468) as an Independent Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,621,624	331,601	43,953,225	100.00
Dissent	03	-	03	0.00
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,953,225 votes were cast **assenting** to the special resolution and 03 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.6 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 7

Re-Appointment of Mr. R. Ravi Shankar (DIN: 01224361) as an Independent Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,621,374	331,601	43,952,975	100.00
Dissent	253	-	253	0.00
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,952,975 votes were cast **assenting** to the special resolution and 253 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.7 of the notice dated May 06, 2019 is passed with **requisite majority**.



Item No. 8

Re-Appointment of Mr. Raj Kataria (DIN: 01960956) as an Independent Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,616,459	331,601	43,948,060	99.99
Dissent	5,168	-	5,168	0.01
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,948,060 votes were cast **assenting** to the special resolution and 5,168 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.8 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 9

Re-Appointment of Mr. Dhruv Moondhra (DIN: 00151532) as an Independent Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,621,624	331,601	43,953,225	100.00
Dissent	03	-	03	0.00
Total	43,621,627	331,601	43,953,228	100.00

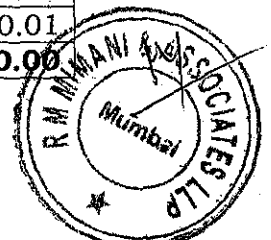
Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,953,225 votes were cast **assenting** to the special resolution and 03 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no.9 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 10

Appointment of Mr. Rajeev M Pandia (DIN: 00021730) as an Independent Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,616,459	331,601	43,948,060	99.99
Dissent	5,168	-	5,168	0.01
Total	43,621,627	331,601	43,953,228	100.00



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,948,060 votes were cast **assenting** to the ordinary resolution and 5168 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.10 of the notice dated May 06, 2019 is passed with **requisite majority**.

Item No. 11


Approval to the appointment and remuneration of GSVK & Co., Cost Accountants as Cost auditors for the financial year 2019-20

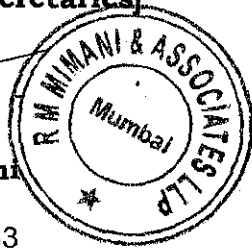
Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	43,620,889	331,601	43,952,490	100.00
Dissent	738	-	738	0.00
Total	43,621,627	331,601	43,953,228	100.00

Accordingly, out of the total **43,953,228** valid votes cast via e-voting and poll, 43,952,490 votes were cast **assenting** to the ordinary resolution and 738 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.11 of the notice dated May 06, 2019 is passed with **requisite majority**.

For R M Mimani & Associates LLP
[Company Secretaries]


Manoj Mimani
Partner
ACS No. 17083
CP No. 11601



Place: Mumbai
Dated: July 25, 2019