

Annual Report
2024-25

Driving
Expansion

Consolidating
Capabilities

Strengthening
Global Prominence



We have continued to deepen our commitment to sustainability. Over 90% of our plant energy usage is now sourced from internally captured process heat, helping us reduce both emissions and cost dependence. In parallel, we continue to maintain Zero Liquid Discharge (ZLD) at our main complex in Ranipet, and our water consumption has been significantly reduced.

Mr. R. Parthasarathy
Chairman



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Key highlights FY 2024-25

Financial

₹2,183 cr
Total income

₹182 cr
EBITDA

ESG

100%
Of process water
treated and reused

₹2.8 cr
CSR spends, supporting
25,000+ beneficiaries

9,959
Person hours of training

13,076 KL
Rainwater harvested



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At Thirumalai Chemicals, we are at the forefront of transformation, leading the way in a world where critical materials and sustainable solutions are redefining industrial growth. With global demand for high-performance chemicals surging across industries, including automotive, construction, pharmaceuticals, and food, there is a massive momentum to embrace sustainability and optimise resource usage. This is precisely where we step in with purpose.



To meet the growing demand and rising customer expectations, we are expanding our operations. Our investments in scaling our operations, upgrading our facilities, and constructing a new plant sustainably in the US exemplify our resolve to fortify our competitiveness across regions.

Tapping into the opportunities presented by key compounds like Maleic Anhydride and Malic & Fumaric Acid, we continue to widen our global reach and cement our leadership in the industry, delivering economically viable solutions.

By leveraging our in-house proprietary manufacturing processes for our core offerings, we strive to improve production efficiency and promote sustainability. With best-in-class talent we are creating enduring value for our stakeholders. With these concerted and forward-looking initiatives, we are bolstering our market position, enhancing our ability to serve customers across diverse regions, and actively driving the global transition to a more sustainable future.

Through our comprehensive innovation-led approach, we are charting an upward trajectory of growth, while consistently strengthening our global prominence in the chemical industry.



Driving
Expansion

Consolidating
Capabilities

Strengthening
Global Prominence

Key Strengths

Consistent product quality and process control

We produce a host of critical chemicals that cater to various industries, such as food and pharma, where quality and compliance are non-negotiable. With years of in-depth domain expertise, our production teams specialise in maintaining tight process control to deliver unmatched purity and performance, meeting both customer specifications and global regulatory standards.

Market leadership and product excellence

Our leadership has evolved over the years, as we remain consistent in cementing our position in key product categories across India, Southeast Asia, and the wider world. With a diverse product portfolio that spans industrial and specialty chemicals, we drive the charge in several key segments, including Phthalic Anhydride, Fumaric Acid, Malic Acid and Maleic Anhydride. Moreover, our focus on quality, innovation, and sustainability positions us well to meet the dynamic needs of industries worldwide.

Harnessing strengths.

Delivering consistency.

For over fifty years, we have shaped a legacy defined by trust, resilience, and purposeful progress. With a clear long-term vision and a deep sense of responsibility to our stakeholders and communities, we have persisted in doing the fundamentals right.

3rd

Largest producer of Phthalic Anhydride in the world

Largest

Producer of Maleic Anhydride in Southeast Asia

Largest

Producer of Fumaric acid in India

Rather than chasing trends, we have kept our focus on delivering consistent, efficient, and responsible performance – year after year. Throughout our journey, we have prioritised making our business model more agile and sustainable by leveraging our strong foundation.

Through integrated value chain, strict process control, greater product consistency, and sound social and environmental stewardship, we have created enduring value for stakeholders.

Global market reach with long-term partnership

We have a strong domestic and export presence across key global markets, with established relationships in the Americas, Europe, Asia, and the Middle East. Many of these customer partnerships span decades, reflecting our ability to synergise reliability, technical support, and long-term engagement.

For unhindered operational excellence, we maintain a local presence in strategic markets and secure dependable logistics through dedicated shipping partners and warehouse arrangements. Our understanding of global product norms, packaging requirements, and documentation practices allows us to serve customers efficiently across geographies.

350+

Customers across
60 countries

Integrated and efficient manufacturing

We have top-tier facilities in Ranipet (Tamil Nadu) and Dahej (Gujarat), designed with a high degree of process integration. Moreover, we operate large-scale continuous plants with in-built energy recovery and pollution control systems. This capability allows us to maintain cost efficiency, while meeting stringent environmental and safety standards.

ISO and FSSC 22000

Certified for food-grade acids, adhering to rigorous quality and compliance requirements

Operational discipline and cost consciousness

We prioritise operational discipline for long-term growth, striking a fine balance among uptime, safety, inventory, and working capital. Whether in raw material procurement, process optimisation, or capacity planning, we focus on practical, measurable improvements.

This persistence has helped us remain competitive and financially prudent across different phases of the chemical cycle. With consistent investments in debottlenecking, automation, and energy efficiency measures, we make sure that our plants remain cost-effective and responsive to market demands.

Strong sustainability focus

We approach environmental responsibility as a core value and not as a compliance requirement. Our facilities use Zero Liquid Discharge (ZLD) systems to ensure no untreated wastewater leaves the plant. We responsibly manage and dispose solid and hazardous waste, with full traceability and reporting.

We continuously monitor emissions and invest in energy-efficient technologies, including variable frequency drives, heat exchangers, and condensate recovery systems, to mitigate our environmental footprint.

94%

Of on-site energy consumption is met through internal waste heat recovery

Corporate Identity

Transforming industries. Accelerating value.

We lead the way in manufacturing and supply of high-quality specialty chemicals, offering a versatile portfolio consisting of Phthalic Anhydride, Maleic Anhydride, Malic Acid, and Fumaric Acid. Backed by a sound 50+ years of legacy, we stand as a trusted partner in the chemical industry, delivering sustainable and innovative solutions that perfectly suit the shifting preferences of our global clientele.

Key facts

**60+**

Countries and
counting – our
growing global
presence

**542**

Total
employees

**50 Years**

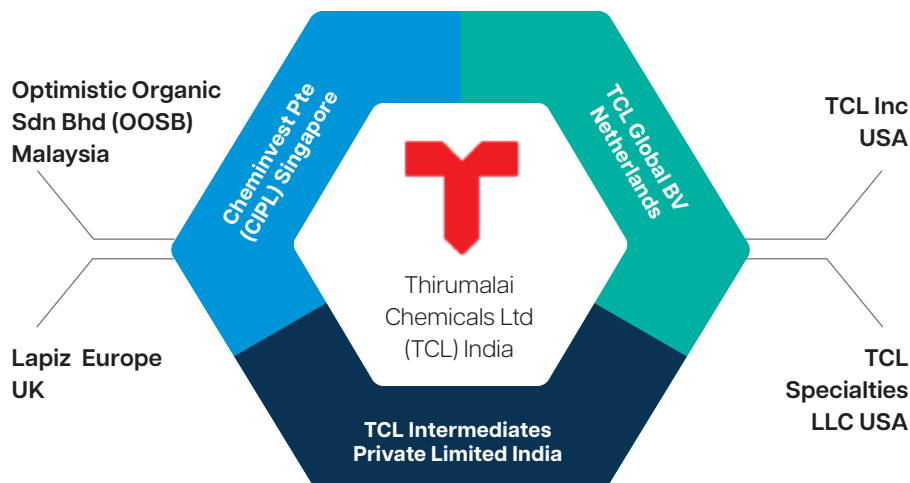
of delivering
valuable chemicals
to critical
industries



One group: One shared vision, many strengths

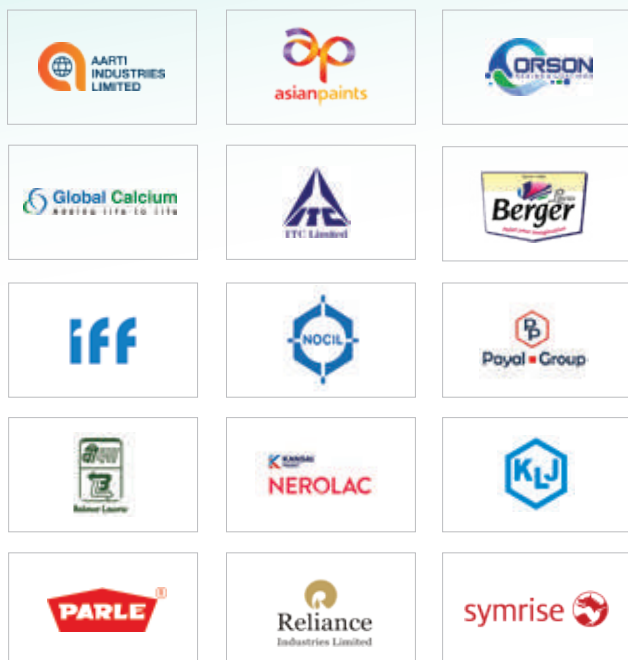
Our group companies, united by a common vision, collaborate seamlessly across regions and markets to augment technical expertise, streamline supply chains, and drive innovation.

Driven by this shared purpose, we amplify our collective capabilities, stay competitive in a dynamic global landscape, and bring exceptional value to our customers worldwide.



Our diverse client base

Our customer base includes some of the world's premier companies across industries, such as food and pharmaceuticals, paints, speciality chemicals, Unsaturated Polyester Resin (UPR) and Resins, among others. Our ability to cater to such a wide spectrum of industries, while maintaining the highest quality standards, allows us to build lasting partnerships based on trust, reliability, and technical expertise.



Quality commitments

Our focus on responsible chemistry reflects a holistic approach that encompasses environmental stewardship, champions health and safety, and upholds the well-being of our customers, suppliers, and communities. In our endeavour to forge a sustainable future, we proudly adhere to the highest standards of quality, safety, and sustainability, as demonstrated by the following certifications:



Business Model

Strengthening model. Driving momentum.

Resources utilised

Financial capital

We deploy our capital prudently to fund growth, ensure liquidity, and boost long-term value.

₹10.2 Cr
Equity

₹454 Cr
Net debt

Manufacturing and operational assets

We run high-performance and integrated production facilities that are built for supporting scale, reliability, and sustainability.

3

World-class
manufacturing plants

60+

Countries having our
commercial presence

Intellectual capital

We leverage deep chemical expertise and process knowledge to sustain product quality and technical leadership.

₹1.91 Cr
R&D spend

Human capital

We consistently invest in nurturing a skilled workforce through continuous learning, leadership development, and a culture of safety and innovation.

Social and relationship capital

We collaborate closely with communities, customers, and partners to build trust and long-term value.

₹2.7 Cr
CSR expenditure

Natural resources

We focus on conservation and circularity by promoting responsible usage of energy, water, and raw materials.

Our value chain



**Research and
development**



**Raw material
sourcing**



**Manufacturing
and production**



**Quality
control**

Value created



Feedback



Customer support



Sales and marketing



Supply chain and distribution

Strong financial performance

We generate sustainable returns through disciplined operations and strategic reinvestments.

₹2,183 Cr
Total income

₹182 Cr
EBITDA

₹82 Cr
PAT

Environmental outcome

We reduce our environmental footprint by prioritising energy efficiency, emissions control, and waste minimisation.

3%
Reduction in Scope 1 emission

29%
Reduction in Scope 2 emission

166247 GJ
Energy consumption through on-site sourced from waste heat recovery

1,39,353 KL
Of water recycled through ZLD

Social and relationship capital

We create meaningful impact for our stakeholders through our initiatives in healthcare and education.

25,000+
Lives benefitted

Product delivery and market reach

We ensure the production and delivery of high-quality products that meet multifaceted industry needs across global markets.

250+
Customers served across the globe

6%
Export share in total revenue

Human capital

We cultivate a safe, inclusive, and skilled workforce that drives performance.

Zero
Lost Time Injury Frequency Rate (LTIFR)

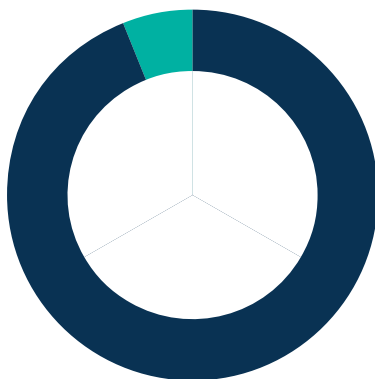
Geographic Presence

Expanding reach. Elevating impact.

We address the rising global demand for high-quality chemicals by strategically expanding our footprint in key markets. Supported by large-scale manufacturing, we meet diverse client needs worldwide. Our strong commercial and distribution network across multiple regions enhances our ability to deliver efficiently to a wide range of industries.

Revenue by geography (%)

Our revenue performance reflects a well-calibrated growth strategy, driven by sound contribution from both domestic and global markets.



Domestic 94%

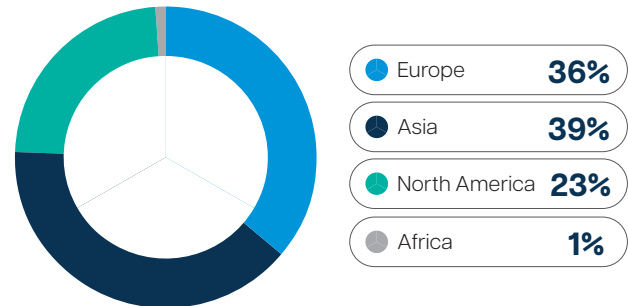
Export 6%



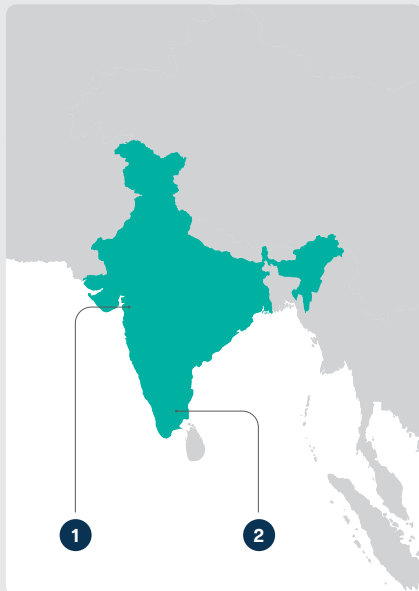
Manufacturing footprint

Our strategically located manufacturing facilities across India and Malaysia, complemented by our ongoing expansion in the US, give us a unique advantage while serving clients from diverse geographies. These units are instrumental in ensuring timely delivery and high-quality products in key markets, enabling us to compete on a global scale.

Export revenue breakdown by key regions (%)



India operations



1 Dahej, Gujarat

This plant, operational since 2021, manufactures Phthalic Anhydride and fine chemicals, boosting our capacity to meet the growing demand in Western India, while catering to our surging export demands.

2 Ranipet, Tamil Nadu

This flagship facility, operational since 1973, produces Phthalic Anhydride (PAN), and food acids, including Malic and Fumaric acids.

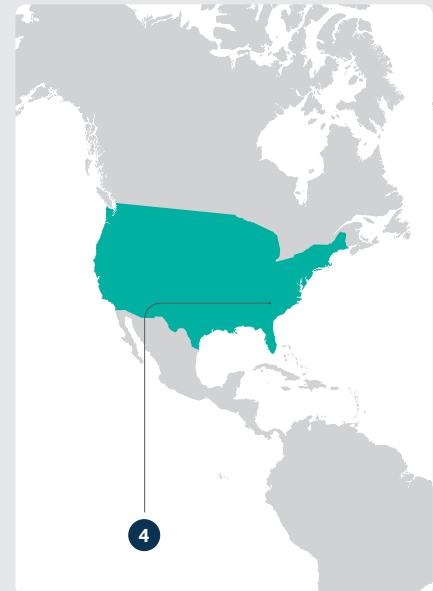
Malaysia operations



3 Optimistic Organic Sdn. Bhd. (OOSB)

This unit manufactures Maleic Anhydride with a capacity of 50,000 tpa, serving as a strategic hub to meet the increasing demand in the Asian markets.

US operations*



4 New Martinsville, West Virginia

This state-of-the-art facility is being set up through our subsidiary, TCL Specialties LLC. Phase I of this project includes a plant designed to produce over 40,000 tpa of Maleic Anhydride and 30,000 tpa of food ingredients, such as Malic acid and Fumaric acid.

*Ongoing expansion

Milestones

Charting growth. Creating legacy.

We have traversed a path of remarkable evolution, starting as a modest chemical trading company to reach the stature of a global frontrunner in chemical manufacturing. On our way, we have surpassed major milestones, while preserving our agility to navigate the complexities of a dynamic business landscape.

All through, we have remained committed to satisfy the changing requirements of our stakeholders and contribute to the growth of several industries across the world.



1

1944

Commenced journey as a chemical trading company to venture into the Indian chemical industry.

Acquired a Maleic Anhydride plant in Malaysia through our subsidiary, Optimistic Organic Sdn Bhd, cementing our leadership in Maleic Anhydride production.

2012

5

Unveiled a manufacturing facility in Dahej, Gujarat, augmenting our domestic production capabilities and contributing to India's 'Atma Nirbhar Bharat' Mission.

2021

6

We launched a new Phthalic Anhydride production facility at Dahej under our subsidiary, **TCL Intermediates Pvt. Ltd.**, to cater to the growing demand and expand our market presence across domestic and international markets.

2024

7

We widened our global footprint with a new plant in the USA, set up under our subsidiary company, which, once operational, will strengthen our position in the North American market and amplify our global reach.

2025

8

1973

2

Founded Thirumalai Chemicals Limited (TCL) in Ranipet, Tamil Nadu, to produce Phthalic Anhydride (PAn).

1995

3

Expanded TCL's Phthalic Anhydride and food ingredients capacities, facilitating wider market reach and greater product diversity.

1997

4

Initiated a butane-based Maleic Anhydride plant in Malaysia, marking our first step towards international expansion.

Chairman's Letter

Strengthening core. Expanding capabilities. Enhancing performance.

Dear Shareholders,

The past year has been a period of great disruption. Global economic pressures, threats of US tariff, and weak demand in several key markets – particularly in China, Far East and Europe – created an unstable and challenging environment. The market weakness in China and Far East and Europe were compounded by the huge capacity build-up by Chinese producers far in excess of their domestic demand.

This resulted in a squeeze of margins in the Far East which also affected other markets and including Indian market. In this context, your Company reacted swiftly, just as we did during the pandemic period, to protect volumes and operations and hold our position firmly in the face of market turmoil.

The tariff-driven collapse in Q1 of FY 2025-26 triggered a sharp compression in margins and a turbulent start to the year. While Indian margins were affected for us and many other commodity industries, our underlying demand and growth remain healthy driven by construction, housing, automobile and consumer products.

We took this opportunity to initiate long-pending refurbishments, catalyst changes and driving costs and working capital optimisation programmes. We believe this will enable us to move into the rest of FY 2025-26 strongly.

Our Dahej investment through subsidiary is the largest single train unit in India and one of the largest in

the world. It also includes the latest technologies and improvements globally. Like all new investments, this needed significant work on completion and post start up inspections and tuning. This has been completed in Q1 of FY 2025-26 permitting a steady ramp up. While our new capacity has created the surplus in the domestic market, we expect that with present market growth, we will be able to sell out our capacities within the next 18 months. This will enable us to get the high efficiencies in cost that the plant is designed for.

As you are aware we are located right next to most of our major customers and close to our major domestic raw material supplier.

Our US investment for Maleic Anhydride and food ingredients has progressed well. This plant is built modularly in India with equipment supplies from global leaders. The plant is highly energy efficient, operates within the largest markets in the world for these food ingredients and is aimed

to replace imports into the US. The margins in the US remain strong despite severe global disruptions. The plant is expected to be completed within the next few months and then move to startup operations. With good demand in the US, the feedstock and locational advantages and the efficient technology and design, we expect the unit to begin contributing revenues and cash flows during 2026.

Even during difficult times, we refused to compromise on the quality, safety, and compliance values that define us. We have upheld customer trust by ensuring consistent product delivery and reliability across all units. Our continuous improvement programmes and robust operational performance in process reliability, product quality, and environmental controls reinforce our position among the most efficient and trusted producers globally. This discipline is critical, especially as market pressures encourage shortcuts elsewhere, something we have deliberately avoided, even at a cost.

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We were able to generate reasonable cash flows during this year despite margins pressures. As shareholders know, until two years ago, we had zero debt on all accounts and were able to fund a good part of our new investments from our reserves and internal cash flows. Over the last two years, we have taken borrowings for these projects. However, we are confident that once these investments become operational, the resulting cash generation will help with early repayment of the debt taken during this cycle of investments and reduce our finance costs also.

We have continued to deepen our commitment to sustainability. Over 90% of our plant energy usage is now sourced from internally captured process heat, helping us reduce both emissions and cost dependence. In parallel, we continue to maintain Zero Liquid Discharge (ZLD) at our main complex in Ranipet, and our water consumption has been significantly reduced.

Following years of strong cash generation and zero borrowings, your Company entered a new investment phase. While the initial funding came from cash reserves and internal cash flows, as expected, we began borrowing during FY 2023-24 and FY 2024-25. This has resulted in higher interest costs and an impact on our ratios. Such changes are natural in any growth cycle.

Our firm grip on operations and now being located in two places will make us profitable in upcoming years. Our financial discipline, cash flow strength, and working capital management continue to be strong. These investments are expected to start generating returns progressively from H2 of FY 2025-26 in India and from late 2026 in the US. Your Company is well-positioned to recover and grow profitably in the next phase.

Our operations in Malaysia faced significant headwinds, largely due to the extended slowdown in China, which had a cascading impact on our subsidiary there. In light of this, your Directors are actively reviewing all strategic options related to this investment, as outlined.

In closing, I extend my heartfelt appreciation to our dedicated employees in India and overseas, our valued customers, and trusted partners for their support. After many decades, we have also accessed capital markets, which is essential given the asset base of your Company. I am happy to share that the market has responded positively.

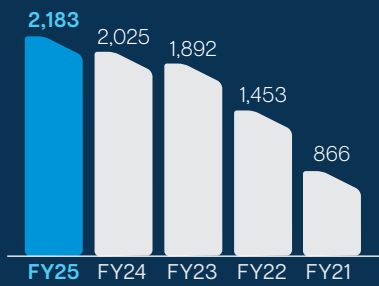
Mr. R. Parthasarathy
Chairman

Key Performance Indicators

Maintaining focus. Building resilience.

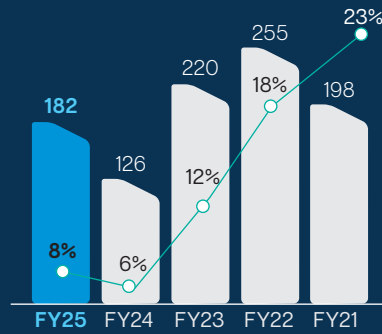
Total Income

(₹ in crores)



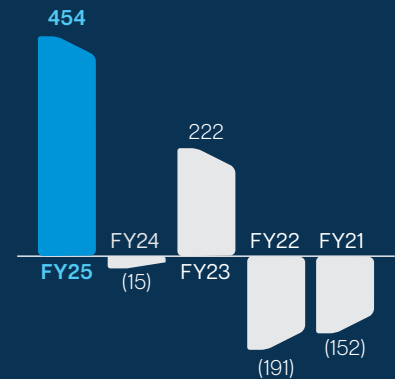
EBITDA and EBITDA Margin

(₹ in crores)



Net Debt

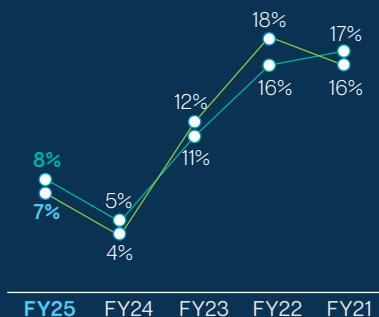
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Standalone

Return Ratios

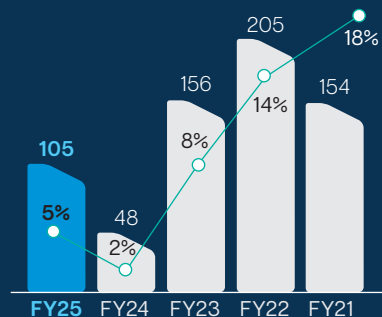
(%)



— Return on Equity (%)
— Return on Capital Employed (%)

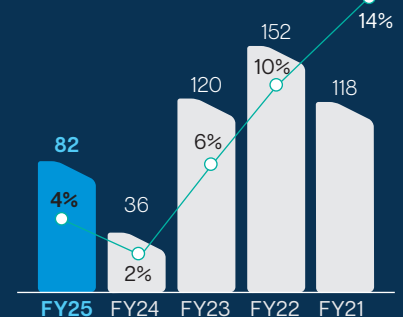
PBT and PBT Margin

(₹ in crores)



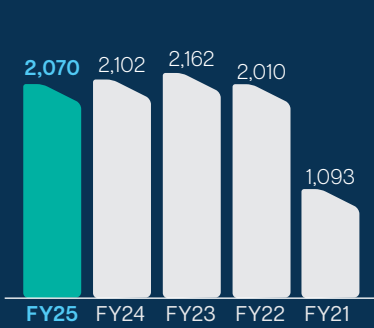
PAT and PAT Margin

(₹ in crores)



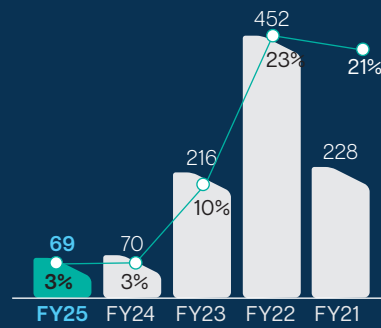
Total Income

(₹ in crores)



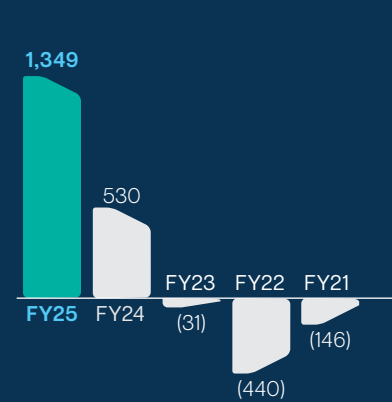
EBITDA and EBITDA Margin

(₹ in crores)



Net Debt

(₹ in crores)



Consolidated

Return Ratios

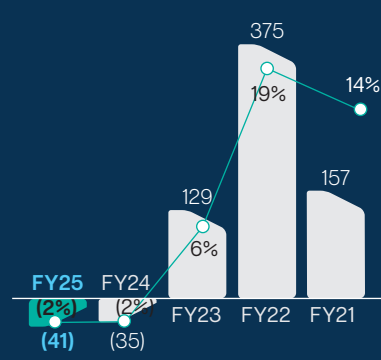
(%)



— Return on Equity (%)
— Return on Capital Employed (%)

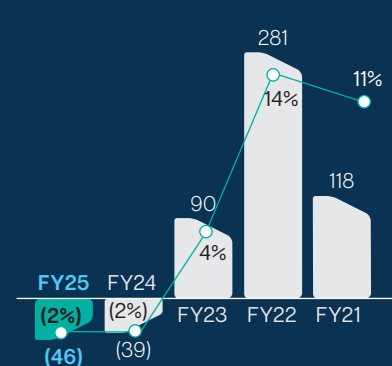
PBT and PBT Margin

(₹ in crores)



PAT and PAT Margin

(₹ in crores)



Product Range

Offering variety. Crafting excellence.

We prioritise quality, and sustainability to address the growing demand for essential chemicals across diverse industries. Our strong market position empowers us to deliver reliable, high-performance chemicals as reflected in our stature as world's third largest producer of Phthalic Anhydride and the largest producer of Fumaric Acid. We serve a vast spectrum of industries, including automotive, construction, food and beverages, and personal care, empowering them to respond to evolving market demands with sophisticated, cost-effective solutions.

Our leadership extends beyond India, with a prominent global presence as one of the world's largest producers of Phthalic Anhydride and the sole producer of Malic Acid in Southeast Asia. Through operational innovation and strategic investments, we drive a unique competitive edge and widen our footprint in both bulk commodity and specialty chemicals.



PA

Phthalic
Anhydride

**Third
largest**
producer in the world

MA

Malic Acid

**Sole
producer**
in Southeast Asia

MAN

Maleic
Anhydride

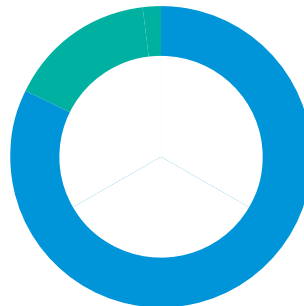
Largest
producer in Southeast Asia

FA

Fumaric
Acid

Largest
producer in Southeast Asia

Revenue Breakdown (%)



84%
Bulk Commodity

16%
Specialty Chemicals

Product Range

Phthalic Anhydride (PA)

Raw material used

O-Xylene

Manufacturing locations

Ranipet, India; Dahej, India

Downstream industries

Plasticisers, pigments, dyes, Unsaturated Polyester Resins (UPR) and resins among others

Key differentiator

Among India's leading producers with decades of reliability; strong domestic supply chain integration



Phthalic Anhydride (PA) is a critical raw material in the chemical industry, widely used in the production of plasticisers and unsaturated polyester resins (UPR). Moreover, PA has a vital role in the manufacturing of various industrial chemicals, including herbicides, insecticides, and fire retardants. In India, demand for PA remains robust across multiple sectors, such as pigments, dyes, and resins, particularly for the production of phthalocyanine pigments, used in coatings, plastics, and inks.

Furthermore, the strategic locations of our PA plant – in the vicinity of major industrial hubs – allow us to ensure a steady supply to key customers in country's burgeoning manufacturing and infrastructure sectors.

Over the years, we have strengthened our position in the market, delivering consistent product quality. As a result, we have become a major supplier of PA in the region, maintaining a competitive edge through innovation and cost-effective manufacturing.

Malic Acid

Raw material used

Maleic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

Foods, beverages, confectionery and skincare among others

Key differentiator

Integrated plant with food and pharma-grade production; one of the select few in India with global-grade certifications



Malic Acid, known for its sour taste and role as a key acidulant in foods and beverages, is an essential component in the production of a wide range of consumer products. It is used to bring a tart flavour in various food items, beverages, and confectionery, while amping up taste profiles. Malic Acid is also used in skincare and oral care products, where it helps in rejuvenating skin and maintaining dental health. In industrial applications such as metal cleaning, textile dyeing, and

paint formulation, the usage of the compound prevents skin formation during storage.

Naturally found in fruits, such as apples, Malic Acid is a sought-after compound for clean-label food products. Its versatility in both food and non-food sectors generates a steady demand across diverse industries, further reflecting its key positioning in our portfolio.

Fumaric Acid

Raw material used

Maleic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

APIs, bakery, tortillas, animal feed, bath salts, polyester resins, inks

Key differentiator

Widely accepted in global food markets; backward integration ensures competitive pricing and quality



Fumaric Acid finds widespread use across various sectors, including food and beverages, pharmaceuticals, and industrial applications. As a food acidulant, it is critical in the production of tortillas, bakery products, and other baked items, where it serves as a leavening agent and acidity regulator. It also plays a significant role in animal feed, particularly in swine digestion. In the industrial sector, the compound is

used in the production of unsaturated polyester resins, alkyd resins, and printing inks.

Furthermore, Fumaric Acid is used in the pharmaceutical industry as an Active Pharmaceutical Ingredient (API). Owing to its versatility and key positioning across multiple industries, it has emerged as a crucial product in our portfolio.

Diethyl Phthalate (DEP)

Raw material used

Ethanol, Phthalic Anhydride

Manufacturing locations

Ranipet, India

Downstream industries

Perfumes, cosmetics, insect repellents, plasticisers, packaging

Key differentiator

High solvency and consistency; preferred choice for fragrance stability and cosmetic binding



Diethyl Phthalate (DEP) is a versatile compound used primarily in the cosmetic and fragrance industries. It is widely known for its ability to improve the solubility and stability of fragrances in perfumes and body lotions. Additionally, DEP is used in the manufacturing of plasticisers to ramp up the flexibility of plastic materials, particularly in medical and packaging applications. It also finds way in various

industrial applications, such as in adhesives, solid rocket propellants, and insecticide formulations, highlighting its multifaceted usability.

Its strong solvency properties and consistency make DEP an important product in both consumer and industrial sectors. Our DEP production facility follows stringent global standards, allowing us to supply a high-quality, reliable product to meet the needs of our customers.

Capacity Expansion

Scaling up. Competing globally.

We focus on strategic capacity expansion as a key driver for long-term growth, positioning us to adapt and thrive amidst the shifting landscape of chemical industry. Enabling us to fortify our global footprint, this expansion brings more resilience in our operations, empowering us to better serve key industries that rely on essential chemicals for their operations. By bolstering our capabilities, we pave the way for continued innovation and responsiveness, maintaining our edge in a dynamic global market.

Our expansion plans

90 KTPA

PAN capacity added
on FY 2024-25

24 KTPA

Fumaric Acid capacity
to be added by FY 2025-26

Dahej Facility Expansion

The expansion of our Dahej facility has been successfully commissioned and is now fully operational. This enhanced facility has significantly bolstered our production capacity for key products such as Phthalic Anhydride and Fumaric Acid. Designed to meet the growing demand from industries such as automotive, infrastructure,

and packaging, the expanded Dahej facility enables us to cater more effectively to the domestic market, reduce reliance on imports, and strengthen our position as a key supplier in the region. In addition to serving India's increasing requirements, exports are also planned from this facility, further reinforcing our presence in international markets.



Why are we expanding?

Rising demand across key industries

With increasing industrialisation and development in India and international markets, demand for chemicals like Phthalic Anhydride, Fumaric Acid, Malic Acid and Maleic Anhydride is expected to rise significantly. Industries such as automotive, construction, packaging, and agriculture are experiencing sustained growth. Our objective to seize this upward momentum forms the core of our expansion strategy.

Strengthening our global position

With our expansion projects, we are set to cement our leadership in high-demand regions. By increasing production capacity in strategically important markets, including India and the United States, we ramp up our ability to serve customers in North America, Europe, and Asia, minimising lead times and enhancing service levels.

The road ahead

Our capacity expansion is aimed at increasing output, while positioning our Company for long-term success in a rapidly changing global marketplace. With a robust pipeline of expansion projects across key markets, we are preparing for the future by focusing on the following key elements:

Operational excellence

Our expansions are designed to optimise production processes and uphold the highest levels of operational efficiency. By adopting the latest technologies and best practices, we will continue to deliver superior products to our customers.

Market leadership

With these expansions, we are set to further cement our leadership position in the global chemical market. Leveraging the augmented capacities, we emerge as a more agile and responsive organisation, capable of seizing new market opportunities as industries evolve.

Resilient supply chain

Expanding our manufacturing footprint in key regions enables us to mitigate supply chain disruptions and respond more effectively to local demand, ensuring uninterrupted, dependable deliveries to our customers.

New facility in the US

40 KTPA

MAN and food ingredients
capacity to be added

Our upcoming manufacturing plant in the United States will sharpen our competitive edge and improve our efficiency in serving the North American and European markets. A significant strategic investment, this facility will enhance the production of Maleic Anhydride, Fumaric Acid and Malic Acid

increasingly in demand in a host of industries, including coatings, automotive, food, beverages and textiles. Equipped with high-efficiency manufacturing processes, this unit is expected to increase our responsiveness to market dynamics in these high-growth regions.



Manufacturing Excellence

Optimising assets. Maximising efficiency.

We build our manufacturing capabilities on a foundation of sound R&D and technical expertise. Our focus on producing high-quality chemicals, tailored to the needs of diverse industries worldwide, further adds weightage to our abilities. We remain persistent on refining every aspect of our manufacturing processes, including bringing top-of-the-line technology integration and rigorous quality control. Through all these endeavours, we are dedicated to deliver top-notch products with seamless consistency, while prioritising operational efficiency for enduring impact.



World-class manufacturing ecosystem

We take pride in engineering and operating the world's largest Phthalic Anhydride reactor, demonstrating our technological leadership, robust quality standards, and commitment to scale production. By deploying indigenous technology and partnering with top global equipment suppliers, we position our processes at the cutting-edge of industry innovation.

Our manufacturing methodologies are continuously refined to ensure that energy consumption, water usage, and raw material inputs are optimised. Through optimised process designs and energy integration techniques, including utilising surplus energy from the Phthalic Anhydride process, we have succeeded in reducing operational costs to a great extent, while maintaining high-quality output.



Sustainable manufacturing

We uphold sustainability and environmental stewardship across all our manufacturing facilities. From our waste-to-value innovations, to our efforts to reduce fuel consumption and carbon emissions, we continuously strive to minimise our environmental impact and improve operational efficiency.

Energy Integration and Sustainable Practices: Our focus on sustainability extends to our energy management practices. We integrate surplus energy from our Phthalic Anhydride production into downstream processes, downsizing energy costs and contributing to a more sustainable operation. These initiatives are a part of our broader strategy to reduce our carbon footprint and conserve natural resources.



Commitment to quality control

We implement rigorous quality control measures to craft products with industry-leading standards, maintaining unshakable adherence to customer specifications. With a fully equipped laboratory that conducts continuous monitoring and testing, we strive to deliver highest quality in every product.

Rigorous Quality Assurance

Systems: Our quality control systems are comprehensive, with a highly trained team monitoring each minute detail of production to ensure compliance with global standards. This firm focus on quality enables us to maintain long-term relationships with customers who depend on our consistency and reliability.



Operational efficiency

We pursue operational excellence across all facets of our production processes with vigour and consistency. By integrating sophisticated technologies and streamlining operations, we have been able to maximise production efficiency and cut down waste, while enhancing the quality of our offerings.

Energy and Resource Optimisation:

Our efforts to optimise energy use have led to significant decline in energy, water, and fuel consumption. We conduct regular energy audits, incorporating the best practices recommended by independent entities, which further contribute to our cost efficiencies. These innovations help us maintain competitiveness and align with global sustainability standards.

Enhanced Process Safety and

Reliability: Our operations prioritise safety and dependability. In sync with this objective, our manufacturing processes adhere to the highest safety standards through robust Process Safety Management (PSM) systems. Moreover, by implementing rigorous Pre-Startup Safety Reviews (PSSR) and integrating new equipment and methodologies, we reduce operational risks and ensure consistent output with minimal downtime.

Research and Development

Driving innovation. Empowering progress.

We drive innovation that sustains our growth curve and suits the shifting preferences of a host of industries. With strategic R&D initiatives, we remain firmly focused on improving processes, augmenting operational efficiency, and crafting efficient manufacturing technologies. We consistently prioritise these efforts to accelerate the quality of our offerings and make them more agile to thrive in a competitive environment.

R&D infrastructure

We harness our state-of-the-art R&D laboratory at Ranipet, India, equipped with a pilot plant, designed to foster continuous process improvement and cost-efficiency. This infrastructure enables us to test, scale, and implement sophisticated manufacturing technologies, leading to superior output and greater operational excellence.



Team size and capabilities

We have a highly skilled and dedicated R&D team, focused on exploring new materials, refining existing processes, and developing new product formulations. Backed by a robust foundation of intellectual assets, including patents and proprietary formulations, our team plays a critical role in advancing our technological leadership.

**8**

R&D professionals

Key R&D highlights

**2**

Available patents so far

**₹ 1.91 Cr**

R&D expenditure in FY 2024-25



ESG Commitments

Embedding sustainability. Shaping future.

As a responsible corporate entity, our commitment to Environmental, Social, and Governance (ESG) principles goes beyond the basic requirements of the business. Our Environmental, Social, and Governance (ESG) commitments are deeply woven into the fabric of our business operations, influencing decisions at every level and shaping how we grow, engage, and evolve. Guided by a clear purpose, we continue to embed ESG principles into our core strategies to ensure that our expansion is not only economically sound but also ethically grounded, environmentally responsible, and socially inclusive.

As we scale our business in a dynamic and increasingly interdependent global landscape, we remain steadfast in our belief that growth must be equitable and impact-driven. We seek to proactively shape a future where success is not solely defined by financial outcomes, but by the positive, measurable difference we make in the lives of our people, the health of our planet, and the strength of our partnerships. This vision drives us to continually elevate our sustainability standards and operate with a mindset of stewardship, accountability, and shared progress.





Environment

Acting responsibly. Growing collectively.

Our environmental stewardship is guided by the imperative to decouple industrial growth from environmental degradation. We view sustainability not merely as a compliance requirement but as a core strategic commitment to climate resilience, clean energy transition, responsible resource use, and ecosystem protection. With a sharp focus on lowering emissions, conserving water, innovating in waste management, and improving logistics efficiency, we continue to invest in building a manufacturing ecosystem that is low-carbon, resource-efficient, and firmly aligned with the principles of the circular economy.



Fuel switch and emission reduction

In FY 2024-25, we achieved a significant milestone in our decarbonisation journey with the transition from Furnace Oil (FO) to Piped Natural Gas (PNG) at our facility, commencing in November 2024. This cleaner fuel alternative resulted in a 3% reduction in overall scope 1 emissions at the site within the fiscal year. Additionally, the switch led to substantial improvements in air quality, with a marked reduction in particulate matter and stack emissions, creating a safer workplace and contributing to a healthier ecosystem in the surrounding communities.

Energy efficiency through heat recovery

Energy optimisation remains at the core of our sustainability efforts. We continue to capture and reuse process waste heat, converting it into steam and electricity to meet a portion of our internal energy demand. This initiative has significantly reduced our reliance on fossil fuels, enhanced energy efficiency, and advanced our goal of achieving greater energy independence with lower operational emissions.

Water stewardship and rainwater harvesting

Our commitment to responsible water management is reflected in our Zero Liquid Discharge (ZLD) operations, ensuring that all process water is treated and reused within our facilities.

In FY 2024-25, we successfully harvested and reused 13,076 kilolitres of rainwater, directly supporting our process needs and reducing dependence on external water sources. Our integrated water management approach, combining rainwater harvesting, process optimisation, and treated effluent reuse, strengthens our position as a responsible steward in water management.

13,076 KL

Rainwater collected and reused

Logistics efficiency and emissions reduction

The successful commissioning of our new Dahej facility under TCL Intermediates Private Limited has significantly strengthened our logistical sustainability. Previously, a majority of dispatches to customers in western India were routed from our Ranipet facility in Tamil Nadu, leading to higher transportation emissions. The strategic location of the Dahej plant has drastically reduced downstream transport distances, resulting in lower Scope 3 emissions related to product distribution. This shift has accelerated delivery timelines, and enhanced customer responsiveness across our logistics network.

Greening initiatives

In line with our commitment to promoting ecological balance, we have planted 17,676 trees in and around our facilities over the past three years, achieving a robust survival rate of 85%. These green initiatives enhance biodiversity, provide natural shade and improve overall ecological footprint of our sites.

17,676

Trees planted over three years

Sustainable waste management and circular economy

We are actively implementing strategies to minimise waste generation at source through continuous process improvements and material efficiency. In parallel, our focus has shifted toward innovative waste recycling and recovery solutions that support the principles of the circular economy. We are exploring new technologies and partnerships to repurpose hazardous and non-hazardous waste streams into useful by-products, thereby reducing landfill impact and the environmental burden of disposal. Our aim is to create value from waste wherever possible, while also aligning with global best practices in sustainable materials management.

100%

Of process water treated and reused

Way forward

With these impactful initiatives, we build the momentum towards achieving our goal of a low-carbon and resource-efficient manufacturing ecosystem. Additionally, we remain committed to continuously reduce our environmental footprint, while pushing for further breakthroughs to propel our sustainability endeavours.

Social – People

Cultivating talent. Creating impact.

We nurture a resilient, skilled, and inclusive workforce, recognising that sustained excellence stems from investing in our people. Hence, to empower our team, we drive continuous learning programmes, emphasise leadership development initiatives, and implement holistic measures for employee well-being. Through our comprehensive approach, we go full-throttle in cultivating a dedicated, engaged, and adept talent pool that drives our sustainable performance and supports long-term growth.



We view diversity and inclusion not just as moral imperatives, but as strategic advantages that strengthen our culture and enhance our ability to serve a global market. A diverse workforce brings fresh perspectives and ideas that drive innovation, help solve complex challenges, and enable us to better meet the needs of a broad customer base.

To sustain an inclusive environment, we actively promote a culture of respect, trust, and continuous learning. We encourage diverse viewpoints and support talent development through fair hiring practices, unbiased evaluations, and equal growth opportunities. Our commitment goes beyond compliance, embedding inclusivity into our culture and operations at every level.

We uphold the highest standards of human rights, integrity, and accountability. Our anti-corruption and anti-harassment policies, covered during employee orientation and available on our website, ensure a safe and ethical workplace.

Employee engagement remains central to our approach. We prioritise open communication, encourage participation in decision-making, and organise wellness initiatives and social events to keep our teams motivated and connected. By nurturing a supportive environment, we empower our people to thrive personally and professionally.



Learning and development



We place strong emphasis on continuous learning and development, recognising that employee growth is integral to our long-term success. Our training programmes are role-based, designed to ensure that employees clearly understand their responsibilities and are equipped to perform effectively. Regular upskilling initiatives, health and safety trainings such as safety toolbox talks, human rights and ESG trainings, and POSH trainings form the backbone of our learning framework.

Employee safety and well-being

We uphold the priority of our employees' health and well-being as we believe that a supported and engaged workforce is key to sustained productivity and job satisfaction.



Social – Supplier Partners



Our commitment to sustainability extends beyond our operations and extends deeply into our supply chain. We are continually strengthening our sourcing strategy by embedding environmental, social, and ethical considerations into supplier evaluation and onboarding processes. Our procurement framework now integrates performance monitoring across key parameters such as energy usage, emissions, labour practices, and waste management. By fostering close collaboration with our supply partners, we promote greater transparency, drive compliance with applicable regulations, and encourage innovation in sustainable raw material sourcing. These partnerships are founded not merely on transactions but on shared values and a collective commitment to responsible and sustainable growth.



Operational efficiency through localisation

The commissioning of our Dahej facility has been a pivotal milestone in optimising downstream logistics and enhancing regional service capabilities. Strategically located in Gujarat, the Dahej plant has significantly shortened distribution distances to customers in western India, resulting in reduced transportation time, lower fuel consumption, and a measurable decrease in Scope 3 emissions. This enhanced proximity has enabled the creation of more agile supply chains, improved cost efficiency, and stronger customer relationships. More importantly, it has strengthened our environmental performance by lowering the carbon footprint of distribution, reaffirming our commitment to climate-resilient operations.



Sustainable product development

As consumer expectations and global sustainability regulations continue to rise, our product development efforts are increasingly focused on aligning performance with environmental responsibility. We are committed to adopting circular economy principles by designing products that aim to minimise lifecycle impacts while ensuring operational efficiency. Our R&D teams are focused on advancing safer, sustainable material options, lower-emission production methods, and exploring opportunities for material reuse and packaging alternatives. These initiatives reflect our growing commitment to sustainable innovation, with the goal of aligning future products with our customers' evolving environmental expectations.



Social – Communities

Fostering engagement. Impacting lives.

We view responsible action and community engagement as essential pillars of our corporate philosophy that shape our approach to sustainable growth. By nurturing the communities we serve, we uphold our role as stewards of positive change, ensuring that every step we take benefits the society at large. By integrating meaningful actions in every operational aspect, we create lasting value for those whose progress is closely intertwined with ours.

Through the dedicated efforts of the Thirumalai Charity Trust (TCT), we translate our commitment to inclusive social development into meaningful and lasting community impact. Guided by the belief that “the social responsibilities of business are not optional, but obligatory,” we focus on initiatives that drive systemic and sustainable change. Our CSR strategy is closely aligned with national development objectives and the United Nations Sustainable Development Goals (SDGs), and is anchored around five key pillars healthcare, education, rural development, women empowerment, and human resource advancement. Our aim is not only to address immediate community needs but also to build enduring capabilities that contribute to a stronger, more equitable future.



Expanding healthcare access

Our community healthcare model is centered on accessibility, preventive care, and specialised treatment. We deliver health services through a network of Community Health Centres across 89 villages, supported by trained volunteers, midwives, and health workers. We regularly conduct medical camps, deploy mobile clinics, and organise public health awareness drives to reach underserved populations. We have also strengthened hospital infrastructure and introduced specialty services in cardiology, orthopaedics, nephrology, and women's health, providing critical care to thousands who previously had limited access to quality medical treatment.



Transforming education across rural communities

We believe that education is the cornerstone of lasting socio-economic upliftment. Our education initiatives are focused on providing children in rural and underprivileged areas with holistic academic opportunities. TCL-supported schools promote well-rounded development—delivering not only strong academic results, but also nurturing creativity, leadership, and civic responsibility. Our outreach efforts engage parents and local communities to raise awareness on social and environmental topics, thereby cultivating a generation of responsible and empowered citizens. These schools consistently demonstrate excellence in board exam results and inter-school competitions across sports, arts, and innovation.

25,000+

CSR beneficiaries

₹ 280 Lakhs

CSR expenditure



Fostering livelihoods and empowerment

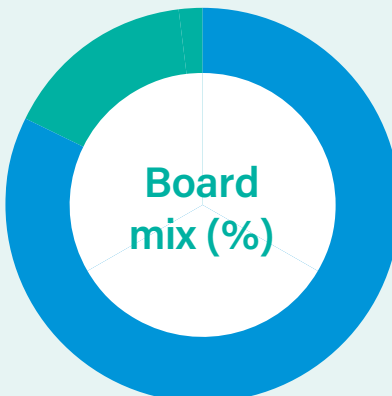
To build truly self-reliant communities, we have prioritised the creation of sustainable livelihoods. We run a range of vocational training programmes that equip youth and women with employable skills in areas such as tailoring, computer literacy, electrical work, and basic entrepreneurship. We also support the development of micro-enterprises through training, mentorship, and financial literacy programmes, particularly targeting women and marginalised groups. These initiatives foster economic independence, raise household incomes, and drive social mobility, creating ripple effects of progress across the regions we serve.



Governance

Building trust. Ensuring accountability.

We uphold strong corporate governance as the foundation of our business, ensuring that integrity, transparency, and accountability are ingrained in every domain of our operations. Guided by a well-defined governance framework, we maintain robust oversight, clear decision-making processes, and a culture rooted in ethical conduct. This disciplined approach allows us to safeguard stakeholder interests, foster long-term trust, and drive sustainable value creation.

1Chairman &
Managing Director**1**Managing
Director & CFO**5**Independent Non
Executive Directors**2**Non Independent
Non Executive Directors **78%**
Male **22%**
Female

Leadership with purpose and diversity

Our governance model is anchored in ethical leadership, strategic foresight, and diversity of thought. Our Board of Directors brings together a rich mix of experience, industry knowledge, and a strong sense of fiduciary responsibility. We continue to actively promote gender diversity and are proud to have women represented at the highest levels of decision-making, reflecting our belief that diverse leadership drives more balanced, resilient, and effective governance.



Risk oversight and ethical conduct

We maintain a robust system of internal controls and compliance protocols to identify, assess, and mitigate a wide range of operational, financial, and strategic risks. Our governance framework draws on global standards, including REACH, Responsible Care, and anti-corruption guidelines, ensuring that our operations uphold the highest ethical and safety standards. Regular audits, whistle-blower mechanisms, and compliance training reinforce our culture of transparency, accountability, and responsible business conduct across all our functions.



Responsible reporting and disclosures

We are committed to transparent, accurate, and accountable reporting. Our ESG disclosures are aligned with leading global and national frameworks, including the Global Reporting Initiative (GRI 2021 Standards), SEBI's Business Responsibility and Sustainability Reporting (BRSR) framework, and the Ministry of Corporate Affairs' National Guidelines on Responsible Business Conduct (NGRBC). Through these disclosures, we aim not only to keep stakeholders informed of our progress, but also to drive continuous internal improvement, strengthen governance maturity, and deepen stakeholder trust.



Board of Directors

(As of March 31, 2025)

Inspiring growth. Fuelling success.



Mr. R. Parthasarathy

Chairman & Managing Director

He is the Chairman & Managing Director of Thirumalai Chemicals Limited. He served as Vice-President and President of the Indian Chemical Council from 2007 to 2011. He has managed manufacturing, technology development, marketing, and business start-ups in India, Europe, and the US. He is deeply involved in education and healthcare projects serving rural communities in South India.



Mrs. Ramya Bharathram

Managing Director & CFO

She is the Managing Director and CFO of TCL. She heads Strategy and the Specialty Chemicals Businesses. With over 25 years of experience in marketing, business management, new business development, customs & excise, and trade policy, she worked for a leading law firm in India specialising in trade policy and indirect taxation. She also worked for Deloitte and Touché.



Mr. Arun Ramanathan
Independent Director

He is a IAS Officer (Retd) and has held assignments in diverse areas in the promotion and management of small, medium, and heavy industry. He had held positions of Secretary (Department of Chemicals, Petrochemicals & Pharmaceuticals), Secretary (Financial Services), and Union Finance Secretary (in 2009) in the Government of India. He brings deep Governmental, Regulatory, and Governance expertise to your company. He is the chairman of the CSR and Stakeholders Relationship Committees and a member of the Audit Committee of TCL.



Mr. Arun Alagappan
Independent Director

He is the Executive Vice Chairman of Coromandel International Limited (CIL) and is a member of the Murugappa Family, the promoters of the INR 417 Billion Murugappa Group of Companies. He was the Managing Director of Cholamandalam Investment and Finance Company Limited (CIFCL) before joining Coromandel International Limited. He completed his Graduation in Commerce from the University of Madras and the 'Owner President/Management Program' from Harvard Business School.



Mrs. Bhama Krishnamurthy
Independent Director

She has a Master's in Science (M.Sc.) from Mumbai University. She was Country Head and Chief General Manager at SIDBI. With a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small, and medium enterprises in India, covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects.



Mr. Rajeev Pandia
Independent Director

He is a Chemical Engineer from IIT, Bombay, and holds a Master's degree from Stanford University, USA. During 2000-2002, he was the President of the Indian Chemical Council. He headed Herdillia Chemicals Limited (later Schenectady Herdillia Limited and SI Group – India Limited) from 1992 and was its Vice Chairman and Managing Director until December 2008. He was thereafter Group Adviser and Director – Global Markets of SI Group, USA. He has been providing extensive support for several years to the CMD and the Management team at TCL and OOSB. He is the Chairman of the Business Review and Risk Management Committees and a member of the Nomination and Remuneration Committee of TCL.

Board of Directors



Mr. M Somasundaram

Independent Director

He is an experienced finance professional with over 35 years of experience in various capacities in reputed organisations. He has expertise in Accounting, Finance, Supply chain and Operations. He also has exposure to HR function. Mr. Somasundaram has worked in SRF Limited and Hindustan Unilever Limited. His last job was in Computer Age Management Services Ltd (CAMS) as its Chief Financial Officer during which he was part of the team that successfully led CAMS' IPO and listing of its shares. Mr. Somasundaram is a Commerce graduate and has passed ICWAI and ACS.



Mr. P. Mohana Chandran Nair

Non-Independent Director

He has worked at TCL for 9 years as President (manufacturing). A Chemical Engineer with over 36 years of experience in various roles at Rashtriya Chemicals and Fertilizers Ltd (RCF), he was the Head of Operations and Profit Centre Head before joining TCL. He is the Managing Director of TCL Intermediaries Private Limited, a subsidiary of the Company.



Mr. R. Sampath

Non-Independent Director

He is the Chairman of Ultramarine & Pigments Limited. A Chemistry graduate from the University of Bombay with a Chemical Engineering degree from the USA, he started his career in a multinational company and has more than 50 years of experience in operations and managing businesses.

Awards and Accolades

Exceeding expectations. Earning accolades.

Our performance, coupled with our reliability, makes us stand out in the market. With an unshakable dedication to deliver excellence in every product, we forge a sustainable stakeholder ecosystem. Our endeavours are recognised with a slew of awards that celebrate our outstanding capabilities and collaborative spirit. Reflecting our operational prowess and consistent value creation, these accolades further solidify our leadership in the industry.

Going Global Award

Awarded by Confederation of Indian Industry (CII) in recognition of achievements through Going Global.



Best Business Partner Award

Awarded for Highest Tonnage Liquid Bulk by Importer – O-xylene at Chennai Port Day on 21st October, 2024. The award was presented by Shri Sunil Paliwal, I.A.S., Chairperson – Chennai Port Authority.



Corporate Information

Board of Directors

(as of March 31, 2025)

Mr. R. Parthasarathy (Chairman & Managing Director)
Mrs. Ramya Bharathram (Managing Director & CFO)
Mr. P. Mohana Chandran Nair
Mr. R. Sampath
Mr. Arun Ramanathan
Mr. Rajeev M Pandia
Mrs. Bhama Krishnamurthy
Mr. Arun Alagappan
Mr. M. Somasundaram

Audit Committee

Mr. M. Somasundaram, Chairman
Mr. Arun Ramanathan
Mrs. Bhama Krishnamurthy
Mr. R. Sampath
Mr. Rajeev M Pandia

Stakeholders Relationship Committee

Mr. Arun Ramanathan, Chairman
Mr. M. Somasundaram
Mr. R. Sampath
Mr. P. Mohana Chandran Nair

Nomination & Remuneration Committee

Mr. Rajeev M Pandia, Chairman
Mrs. Bhama Krishnamurthy
Mr. Arun Alagappan
Mr. R. Sampath

Corporate Social Responsibility Committee

Mr. Arun Ramanathan, Chairman
Mrs. Bhama Krishnamurthy
Mr. R. Sampath
Mr. R. Parthasarathy

Business Review Committee

Mr. Rajeev M. Pandia, Chairman
Mr. Arun Alagappan
Mr. M. Somasundaram
Mr. R. Sampath

Risk Management Committee

Mr. Rajeev M. Pandia, Chairman
Mrs. Bhama Krishnamurthy
Mrs. Ramya Bharathram
Mr. Sanjay Sinha
Mr. B. Krishnamurthy

Investment, Finance and Banking Committee

Mrs. Ramya Bharathram
Mr. Arun Ramanathan
Mrs. Bhama Krishnamurthy

Strategy Review Committee

Mrs. Ramya Bharathram
Mr. R. Parthasarathy
Mr. Rajeev M. Pandia

Fund Raising Committee

Mr. M. Somasundaram
Mr. Rajeev M Pandia
Mrs. Ramya Bharathram

Chief Executive Officer

Mr. C.G. Sethuraman – Group CEO
Mr. Sanjay Sinha – CEO

Chief Financial Officer

Mrs. Ramya Bharathram

Company Secretary

Mr. R. Pramod Kumar

Bankers

- Axis Bank Ltd
- IDFC First Bank
- Standard Chartered Bank
- HSBC Bank
- Kotak Mahindra Bank Limited
- HDFC Bank
- Federal Bank Limited
- CSB Bank Limited

Auditors

M/s. Walker Chandiok & Co LLP
Chartered Accountants, Chennai.

Internal Auditors

M/s M.S.Krishnaswamy & Co.
Chartered Accountants, Chennai.
M/s CNK & Associates LLP., Chartered Accountants, Vadodara

Cost Auditor

M/s. GSVK & Co.
Cost Accountants, Chennai.

Secretarial Auditor

M/s. R.M. Mimani & Associates LLP
Practising Company Secretaries,
Thane.

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Sion Hill Fort, Sion(E), Mumbai - 400
022, India.

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E-mail : Info@thirumalaichemicals.com

Website: www.thirumalaichemicals.com

CIN: L24100MH1972PLC016149

Registrar & Share Transfer Agents

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+91 4172 244308

E-mail: info@thirumalaichemicals.com

Notice

NOTICE is hereby given that the **FIFTY SECOND ANNUAL GENERAL MEETING OF THIRUMALAI CHEMICALS LIMITED** will be held on Friday, July 25, 2025 at 2.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) for the Financial Year ended on March 31, 2025, and the Reports of the Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the standalone and consolidated Audited Financial Statements for the year ended March 31, 2025, together with the Directors' Report and the Auditors' Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. To appoint a Director in place of Mr. R. Sampath (DIN 00092144), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. R. Sampath (DIN 00092144), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **To re-appoint Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director and in this regard to consider and, if thought fit, pass, with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT notwithstanding his age completion of Seventy years, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 14th May, 2025 and 16th May, 2025 and 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 reappointed as "Chairman & Managing Director" of the Company with effect from August 01, 2025 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 ₹ 21.00 Lakhs (with annual increment of ₹2.50 Lakhs 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.

FURTHER RESOLVED 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.
- 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.

FURTHER 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, 2025 till the expiry of his term i.e. July 31, 2028.

FURTHER RESOLVED 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.

4. To re-appoint Mrs. Bhama Krishnamurthy (DIN 02196839) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 14, 2025 and May 16, 2025 and pursuant to the provisions of Sections 149, 150, 152, 197 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), Mrs. Bhama Krishnamurthy (DIN 02196839), who holds office of Independent Director up to August 06, 2025 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 further term of Four (4) consecutive years from August 7, 2025 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.

FURTHER RESOLVED 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. To appoint Mrs. D. Sabitha (DIN: 01711282) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 14, 2025 and May 16, 2025 and pursuant to the provisions of Sections 149, 150, 152, 161 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), Mrs. D. Sabitha (DIN: 01711282), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 16, 2025, being eligible for 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 appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years till May 15, 2030 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.

FURTHER RESOLVED 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.”

6. To appoint Mr. Meghav Mehta (DIN: 05229853) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 14, 2025 and May 16, 2025 and pursuant to the provisions of Sections 149, 150, 152, 161 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), Mr. Meghav Mehta (DIN: 05229853), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 10, 2025, being eligible for 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 appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years till June 09, 2030 and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable provisions as amended from time to time.

FURTHER RESOLVED 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.”

7. **To appoint Mr. Raj Kataria (DIN: 01960956) as a Non-Executive Non-Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 14, 2025 and May 16, 2025 and pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Raj Kataria (DIN: 01960956), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from May 16, 2025 and who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation and be eligible to receive Sittings fees and profit sharing commission in accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

8. **To appoint Secretarial Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s. R.M. Mimani & Associates LLP, Practising Company Secretaries (Firm Registration Number L2015MH008300) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

9. **To appoint Cost Auditor of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT, subject to the approval as may be required from the Central Government, the appointment of M/s GSVK & Co., Cost Accountants, having Registration No. 002371 at Old No. 45/5, New No. 91/5, Dhanalakshmi Avenue 4th Street, Kasturibai Nagar, Adyar, Chennai – 600 020 as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for FY 25-26 for a remuneration of ₹ 1,00,000/- (Rupees One Lakhs), in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”

I. NOTES:

1. The 52nd Annual General Meeting of Thirumalai Chemicals Limited will be held on Friday, 25th July, 2025 at 2.30 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') as permitted by the Ministry of Corporate Affairs (MCA) vide their Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, July 19, 2025 to Friday, July 25, 2025 (both days inclusive) for the purpose of Annual General Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. As the Annual General Meeting of the Company will be held only through Video Conferencing/ OAVM the facility of appointment of proxies by members will not be available for the Meeting.
5. Corporate members whose Authorized Representatives (AR) are intending to participate in the Meeting through Video Conferencing are requested to send to the Company a certified copy of the Board Resolution authorising their representative to participate in the Meeting.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum.
7. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend, if any, up to the Financial Year 2016-2017 to the Investor Education and Protection

Fund (The IEPF) established by the Central Government. Likewise, Debentures/Fixed Deposits, Repayment warrants/interest warrants which remain unclaimed / unpaid for a period of 7 years from the dates they first became due for payment have been transferred to the Investor Education and Protection Fund. All the persons are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of 7 years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

8. Details under Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
9. Notice of the AGM along with the Annual Report for financial year 2024-25 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company /Depository Participants(s).
10. Members who have still not registered their E-mail ID can get their E-mail ID registered.
11. Members may also note that the Notice of the 52nd Annual General Meeting and the Annual Report for Financial Year 2024-25 will also be available on the Company's website www.thirumalaichemicals.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL <https://www.evoting.nsdl.com> for their download.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2023/8 dated January 25, 2023 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.thirumalaichemicals.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Pvt. Ltd, at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.thirumalaichemicals.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to Registrar and Share Transfer Agent in case the shares are held in physical form.
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login>.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, bank details along with KYC documents to their DPs in case the shares are held by them in electronic form and "MUFG Intime India Private Limited" on their email ID at rnt.helpdesk@in.mpms.mufg.com if shares held in physical form.
16. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE338A01024.
17. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM

19. Instructions for e-voting and joining the AGM are as follows:

A. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Monday, July 21, 2025 at 3.00 pm (IST) and ends on Thursday, July 24, 2025 at 5.00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 18, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(vi) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<ol style="list-style-type: none"> 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 & My Easi New (Token) Tab. 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. 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 & My Easi New (Token) Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 or joining virtual meeting & voting during the meeting.</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

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 e-Voting and joining virtual meetings 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	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.
OR Date of Birth (DOB)	<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' 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.
- 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at pramodkumar.r@tolintermediates.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at pramodkumar.r@tolintermediates.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/ AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 Company/ RTA email id.
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 attending AGM & 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

- B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- C. The Board of Directors has appointed Mr. Manoj Mimani of M/s. R.M. Mimani & Associates LLP, Company Secretaries (Membership No. ACS 17083) and failing him Mrs. Ranjana Mimani, Practicing Company Secretary (Membership No. FCS 6271) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- D. The Scrutiniser shall after the conclusion of the e-voting period unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results will be announced within the time stipulated under the applicable laws.

II. Details of Director/Auditors Seeking Appointment/ Re-appointment as Required Under Regulation 36(3) & (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a. Re-appointment of retiring Director: (Item no. 2)

Mr. R. Sampath aged 80, is a Non-Executive Director of the Company, liable to retire by rotation. He is also one of the promoters of the Company. As he is retiring at this AGM, it is proposed to re-appoint him as Director of the Company.

His brief profile is given below:

Qualification	BSc (Chemistry) from University of Bombay and has a Chemical Engineering degree from USA.
Expertise in specific functional areas	He started his career in a Multinational Company and possesses more than 50 years of experience in operation, and managing businesses.
Relationship with Director	Mr. R. Parthasarathy - Director & Mrs. Ramya Bharathram – Director
Directorship in other Companies	i. Ultramarine & Pigments Limited ii. Ultramarine Specialty Chemicals limited iii. Ultramarine Fine Chemicals Limited
Shareholding in the Company	29,50,155 Equity Shares

The Directors recommend the resolution set out at item No. 2 of the accompanying Notice for your approval. Except Mr. R. Sampath, and his relatives Mr. R. Parthasarathy and Mrs. Ramya Bharathram, none of the other Directors and Key

Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 2. The other relatives of Mr. R. Sampath may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM 3

Mr. R. Parthasarathy, aged 74 years, was appointed as Chairman and Managing Director of the Company respectively for a period of three Years effective from August 1, 2022.

Since the aforesaid appointment ends on 31st July, 2025, it is proposed to re-appoint Mr. R. Parthasarathy as the Chairman and Managing Director of the Company for a further period of three years from 1st August, 2025 to 31st July, 2028 on the terms and remuneration as proposed in the resolution.

The profile of Mr. R. Parthasarathy is given below: -

Qualification	Mr. R. Parthasarathy is a qualified B. Tech. (IIT), M.S., (USA)
Expertise in specific functional areas	He has over 49 years of experience in the Chemical and Petrochemical Industries. Under his stewardship in the last few years, the Company has been able to diversify its business, improve in performance and health, create a strong management team and emerge stronger.
Relationship with Director	Mr. R. Sampath – Director is his brother
Directorship in other Companies	i. Jasmine Limited ii. N. R. Swamy Investments Private Limited
Shareholding in the Company	24,95,791 Equity Shares

As the Chairman and Managing Director Mr. R. Parthasarathy shall perform such functions as may from time to time be entrusted to him by the Board. He shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item No. 3 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on May 14, 2025 and May 16, 2025. As Mr. R. Parthasarathy has attained the age of 74 years, in accordance with proviso to Section 196 3(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Chairman and Managing Director even after attaining the age of 70 years.

The Board is of the opinion that the appointment of Mr. R. Parthasarathy as Chairman and Managing Director would be

in the interest of the Company and it is desirable to continue to avail services of Mr. R. Parthasarathy as Chairman and Managing Director due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. Parthasarathy as Chairman and Managing Director, for the approval by the shareholders of the Company.

He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Except Mr. R. Parthasarathy and his relative Mr. R. Sampath, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.3. The other relatives of Mr. R. Parthasarathy may be deemed to be interested in the resolution set out at Item No.3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General information:

- (1) Nature of industry – The Company is into manufacture of Phthalic Anhydride, Maleic Anhydride and Food Acids.
- (2) Date or expected date of commencement of commercial production - 1973.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (4) Financial performance based on given indicators – The financial performance of the Company is mentioned in the Director's Report.
- (5) Foreign investments or collaborations, if any - Mentioned in the Director's Report.

II. Information about the appointee:

- (1) Background details – Please refer explanatory statement Item No 3
- (2) Past remuneration – (For last three years)

Year	Amount	Year	Amount	Year	Amount
2024-25	3,32,94,222	2023-24	3,32,94,222	2022-23	5,27,85,457

- (3) Recognition or awards – Please refer explanatory statement Item No 3
- (4) Job profile and her suitability – Mr. R.Parthasarathy has considerable knowledge and experience in the Chemical Industry which is compatible with the Organizational requirements and the Company would definitely benefit from his leadership and valuable guidance.

- (5) Remuneration proposed – The proposed remuneration of Mr. R.Parthasarathy as mentioned in the resolution is within the limits specified in Schedule V of the Companies Act, 2013.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person - Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person - The proposed remuneration of Mr. R.Parthasarathy is commensurate with the position he occupies, size of your Company and as per the industry standards.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director if any. – Please refer explanatory statement Item No 3

III. Other information:

- (1) Reasons of loss or inadequate profits - There is no inadequacy of profit for the financial year 2024-25.
- (2) Steps taken or proposed to be taken for improvement - Increased sales margins, cost control & reduction, focus on working capital and interest management.
- (3) Expected increase in productivity and profits in measurable terms - Productivity and profits are expected to increase in the coming years.

ITEM 4

Mrs. Bhamu Krishnamurthy, aged 70, was appointed as an Independent Director of the Company by the members at the 47th AGM of the Company held on August 07, 2020 for a period of five consecutive years which ends on August 06, 2025. As per Section 149(10) of the Act, Mrs. Bhamu Krishnamurthy is eligible for re-appointment on passing a special resolution by the Company. After considering the performance evaluation of Mrs. Bhamu Krishnamurthy, and based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on May 16, 2025, recommended the re-appointment of Mrs. Bhamu Krishnamurthy as an Independent Director for another term of 4 (Four) consecutive years from August 07, 2025. Mrs. Bhamu Krishnamurthy meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Her brief profile is given below.

Qualification	Mrs. Bhama Krishnamurthy has done her Masters in Science (M.Sc.) from Mumbai University.
Expertise in specific functional areas	She was Country Head and Chief General Manager, SIDBI. She had a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small and medium enterprises in India covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects. Her key accomplishments over the years have been her association with framing various policy documents for SIDBI and piloting such policy papers in the Board for adoption. She has closely dealt with Multilateral and Bilateral Agencies in close coordination with the Government of India. Her areas of specialisation include, inter-alia, handling of Human Resource Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank; resource raising and management, integrated treasury operations, credit dispensation and management and risk management.
Relationship with Director	Nil
Directorship in other Companies	1. MUTHOOT MICROFIN LIMITED 2. FIVE-STAR BUSINESS FINANCE LIMITED 3. CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED 4. RELIANCE CORPORATE IT PARK LIMITED 5. JUST DIAL LIMITED
Shareholding in the Company	Nil

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Bhama Krishnamurthy as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Bhama Krishnamurthy as an Independent Director, for the approval by the shareholders of the Company.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members.

Except Mrs. Bhama Krishnamurthy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM 5

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board of Directors appointed Mrs. D. Sabitha, aged 65 as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from 16th May 2025. Pursuant to provisions of the Act and the Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Mrs. D. Sabitha as an Independent Director is subject to approval of the members of the Company.

Mrs. D. Sabitha meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Qualification	She holds an M.Phil in Commerce with a specialization in Capital Budgeting from the University of Madras. Additionally, she has completed a Postgraduate Diploma in Public Policies at the Institute of Social Studies in The Hague, The Netherlands
Expertise in specific functional areas	Mrs. D. Sabitha a retired Additional Chief Secretary of Tamil Nadu, is an officer from the 1988 batch of the Indian Administrative Service. Throughout her distinguished career, she served in various capacities in both the Government of Tamil Nadu and the Government of India. With over three decades of experience in policy-making across multiple government sectors, she possesses a deep understanding of project management, funding, financial analysis, asset management, and the successful execution of complex projects. She has held significant assignments in the sectors of industries, finance, textiles, education, and general administration, and had extensive experience in developing industrial infrastructure and funding infrastructure projects.
Relationship with Director	NIL
Directorship in other Companies	NIL
Shareholding in the Company	NIL

The Board believes that Mrs. D. Sabitha 's association with the Company would be beneficial, and it is desirable to induct her as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. D. Sabitha as an Independent Director, for the approval by the shareholders of the Company.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members.

Except Mrs. D. Sabitha, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM 6

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board of Directors appointed Mr. Meghav Mehta, aged 38 as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from 10th June 2025. Pursuant to provisions of the Act and the Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Mr. Meghav Mehta as an Independent Director is subject to approval of the members of the Company.

Mr. Meghav Mehta meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

His brief profile is given below.

Qualification	Mr. Meghav Mehta is a Mechanical Engineer from the Rochester Institute of Technology (New York, USA) with a specialisation in Material Science Technology and Alternative Energy.
Expertise in specific functional areas	Mr. Meghav Mehta is a CEO of Deepak Chem Tech and Director on the boards of Deepak Nitrite and Deepak Phenolics. He has led several landmark initiatives, including the establishment of India's first large-scale Phenol and IPA plants— ₹1,400 crore projects that expanded Deepak's industrial capabilities and contributed meaningfully to the Make in India and Atmanirbhar Bharat narratives.

Relationship with Director	NIL
Directorship in other Companies	(i) Narmada Thermal Power Private Limited (ii) Deepak Phenolics Limited (iii) Deepak Chem Tech Limited (iv) Deepak Advanced Materials Limited (v) Deepak PMC Limited (vi) Hyspec Chemicals Private Limited (vii) Voidcoin Software Private Limited (viii) Deepak Nitrite Limited
Shareholding in the Company	NIL

The Board believes that Mr. Meghav Mehta' s association with the Company would be beneficial, and it is desirable to induct him as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Meghav Mehta as an Independent Director, for the approval by the shareholders of the Company.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available electronically for inspection by the Members.

Except Mr. Meghav Mehta, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

ITEM 7

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Raj Kataria aged 69 as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effective from May 16, 2025. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Raj Kataria as Non-Executive Non-Independent Director is subject to approval of the members of the Company.

Mr. Raj Kataria is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

His brief profile is given below

Qualification	He has done Masters in Commerce and obtained Bachelor's Degree in Law (Merit).
Expertise in specific functional areas	He is an experienced Investment Banker with over 25 years in M&A and Capital Markets. He was a practicing lawyer and has an educational background in commerce and law. He has significant expertise in Company Law and Corporate Structuring matters and was Managing Director at DSP - Merrill Lynch. He is a co-founder and Whole-time Director of Arpwood Capital Private Limited, actively involved in several high-profile M&A transactions.
Relationship with Director	NIL
Directorship in other Companies	(i) ElH Limited (ii) Arpwood Capital Private Limited (iii) Kemp and Company Limited
Shareholding in the Company	15,500

Except Mr. Raj Kataria, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ITEM 8

The Board at its meeting held on May 16, 2025, has approved the appointment of M/s. R.M. Mimani & Associates LLP, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: L2015MH008300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members on such remuneration as the Board of Directors may determine and agreed to by the Secretarial auditor.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

R M Mimani & Associates LLP, Company Secretaries (RMA), is a Mumbai based practicing company secretaries firm founded by CS Ranjana Mimani and CS Manoj Mimani in the year 2015 with a vision of rendering expert, timely and high standard professional services to corporate, banks and other statutory bodies in the areas of corporate laws and is catering to various prestigious business houses. RMA has immense knowledge and expertise in dealing with matters relating to Company Law, Securities Laws, Due Diligence, Secretarial Audit, listing and delisting of Securities, Mergers and Acquisitions transactions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 8.

The Directors recommend the Resolution set out at item No. 8 of the accompanying Notice for your approval

ITEM 9

The Board at its meeting held on May 16, 2025, as recommended by the Audit Committee, appointed M/s.GSVK & Co., Cost Accountants, having Registration No. 002371 at Old No. 45/5, New No. 91/5, Dhanalakshmi Avenue 4th Street, Kasturibai Nagar, Adyar, Chennai – 600 020 as Cost Auditors to audit the Cost Accounts of the Company and to issue Compliance Certificate for FY 25-26 for a remuneration of ₹1,00,000/-, in addition to reimbursement of out of pocket expenses. As per Rule 14(a) (ii) of Companies (Audit and Auditors) Rules 2024, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders. Hence this Resolution is placed for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 9.

The Directors recommend the Resolution set out at item No. 9 of the accompanying Notice for your approval.

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

R. Pramod Kumar

Company Secretary
Registered Office: Thirumalai House,
Road No.29, Sion-East,
Mumbai - 400 022.
May 16, 2025

Directors' Report

With Management Discussion & Analysis

To,

The Members

Thirumalai Chemicals Limited

Your Directors are pleased to present to you the Fifty Second Annual Report & Audited Statement of Accounts of the Company for the year ended March 31, 2025. The Management Discussion and Analysis has also been incorporated into this report.

STANDALONE FINANCIAL RESULTS – Summary

		₹ Lacs	
Sl. No	Particulars	Year Ended 31-Mar-25	Year Ended 31-Mar-24
1	Revenue from Operations	2,15,207	1,98,681
2	Other Income	3,120	3,802
3	Total Revenue	2,18,327	2,02,483
4	Gross Profit/(Loss) before Interest, Finance Charges and Depreciation (EBITDA)	18,289	12,616
5	Interest and Finance Charges	(4,448)	(4,357)
6	Profit/(Loss) before Depreciation and Tax	13,841	8,259
7	Depreciation	(3,390)	(3,418)
8	Profit/(Loss) before Tax (PBT)	10,451	4,841
9	Provision for Tax	(2,195)	(1,127)
10	Profit/(Loss) after Tax	8,256	3,714
11	Provision for Deferred Tax	(35)	(84)
12	Profit/(Loss) after Tax (PAT)	8,221	3,630

CONSOLIDATED FINANCIAL RESULTS

		₹ Lacs	
Sl. No	Particulars	Year Ended 31-Mar-25	Year Ended 31-Mar-24
1	Revenue from Operations	2,04,951	2,08,313
2	Other Income	2,060	1,934
3	Total Revenue	2,07,011	2,10,247
4	Gross Profit/(Loss) before Interest, Finance Charges and Depreciation (EBITDA)	6,940	7,036
5	Interest and Finance Charges	(4,915)	(4,171)
6	Profit/(Loss) before Depreciation and Tax	2,025	2,865
7	Depreciation	(6,110)	(6,320)
8	Profit/(Loss) before Tax (PBT)	(4,085)	(3,455)
9	Provision for Tax	(2,214)	(1,105)
10	Profit/(Loss) after Tax	(6,299)	(4,560)
11	Add : Provision for Deferred Tax	1,689	681
12	Profit/(Loss) after Tax (PAT)	(4,610)	(3,879)

Dividend

The Board of Directors, after careful consideration, has decided not to recommend a dividend for the financial year 2024-25. This decision is primarily driven by the Company's current investment in manufacturing projects through its subsidiaries at Dahej, Gujarat and the United States. These projects are crucial for long-term growth and expansion of the Company. Conserving capital at this juncture is essential to ensure adequate funding for these projects and to maintain a strong financial position for the Company.

Management Discussion and Analysis:

The Management Discussion & Analysis, as required in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), forms part of this Integrated Annual Report.

Global Challenges and Our Response (FY25-26)

The global environment in FY24-25 was marked by severe instability and economic pressure. Volatile oil prices disrupted supply chains, while the slowdown in China and the Far East, along with weak business conditions in the EU, affected our customers and margins. Geopolitical tensions added further uncertainty across various commodity and user industries, with the slowdown in the Far East impacting us and our customers the most.

Despite these challenges, Indian demand and growth remained strong. While margins declined, our volumes stayed healthy, allowing us to operate at high capacity. We focused on operational efficiency and cost control. One of the major hurdles over the past 18 months was severe domestic feedstock supply disruption, leading to higher logistics costs and longer lead times. Thanks to swift action by our CEO and team, along with strong supplier relationships, we managed to limit the impact and maintain steady production and business levels.

In this volatile setting, our daily monitoring systems helped us respond quickly to frequent challenges. We've used this period to carry out maintenance and catalyst changes to prepare for stable operations ahead. Our experienced leadership, strong risk management, investment in technology, and our skilled and motivated workforce have helped us stay competitive and resilient. This will give good results as the market bounces back.

Business Overview:

Phthalic Anhydride (PA):

Our Phthalic Anhydride (PA) business benefits from scale, an efficient supply chain, and strong customer relationships. With plants in Ranipet (South India) and Dahej (West India), we have wide market reach and quick delivery. These locations, along with recent capacity expansions, position us well as domestic demand grows steadily in construction, automotive, home goods, and infrastructure. While India's per capita consumption is still lower than global and even ASEAN-Far East levels, it has been rising steadily – and we are ready to meet this growth with our timely expansion and strategic location. This augurs well for our future performance in a very

important commodity, which is essential for a wide range of consumer and industrial products.

Our manufacturing facilities are among the most advanced globally in cost-efficiency, reliability, safety, and environmental performance. Years of investment and improvement have made our plants among the largest and most modern in the world. This positions us excellently in difficult and in good times. Luckily, we are in a fast growing market.

Q1 FY-26 saw sharp uncertainties due to the impact of US tariff actions and global trade reactions as well as geopolitical disturbances, we used this time for planned refurbishments after two years of uninterrupted operations. TCL remains one of the lowest-cost producers globally and is well-prepared for recovery and the next phase of growth. Your company is well prepared for recovery.

Specialty Chemicals and Food Ingredients:

Our portfolio here takes us to diverse domestic and global end-users:

- Food and beverage, pharmaceuticals, animal feed, resins, and industrial formulations
- Fragrances, cosmetics, plasticisers, special colorants, and sugar replacements.

All these are currently manufactured at our Ranipet facility. But capacity is being scaled up at our Dahej plant in the upcoming year. This will further strengthen our delivery flexibility and market access.

The business performance of our Food Ingredients and Fine Chemicals segment was marked by persistent global challenges. There was dumping into the Indian market by China and the Far East with off-spec materials, especially when Chinese producers and far east producers are shut out of the US market and are aggressively selling these products in India. As we have taken steps with PA, we are also taking steps with the Government of India to stop substandard and toxic products from entering the food and consumer chain.

During the last two years, we have worked very actively, focusing on North American consumers. A major part of the US consumption is imported. The recent US tariff actions have created a favorable environment for our products and strengthened the case for our strategic expansion in the North American market.

Business performance – FY24

The fiscal year 2024-25 was a year of measured recovery and adaptation amid a still-evolving global chemical landscape. Building on the challenges of FY24, the business demonstrated resilience with a focused approach on margin recovery, cost optimization, and market expansion. The first half of the year reflected gradual improvement in demand and better pricing across key products, supported by stable domestic consumption and an uptick in export volumes.

However, the momentum was tempered in Q3 by geopolitical uncertainties, rising raw material costs, and supply-side constraints, which impacted profitability. Despite this, the company maintained healthy capacity utilization and continued its disciplined cost control and cash flow management.

Sl. No	Quarter	Revenue in Lacs	EBITDA in Lacs	PBT in Lacs
1	Q1 FY23-24	53,734	5,422	3,808
2	Q2 FY23-24	54,772	4,988	3,313
3	Q3 FY23-24	50,354	984	(1,172)
4	Q4 FY23-24	59,467	6,895	4,502

Investments made in earlier years toward plant modernization, digital systems, and process automation continued to yield results, enabling faster response to market changes and better inventory management. Our matured programs in safety, quality, and equipment reliability, launched in FY22, further strengthened operational performance. These factors, combined with agile marketing and tighter financial discipline, helped us deliver a significantly improved performance over the previous year.

Human Resources and Strengthening the Organization

This year, the company focused on reinforcing its commitment to developing internal talent and ensuring leadership continuity. Succession planning remained a key priority, with efforts directed toward grooming future leaders through efficient training programs and development initiatives. This approach has helped maintain stability within the company, enabling it to navigate challenges effectively.

The company also implemented various policies to improve employee engagement and retention, fostering a supportive and inclusive work culture. By investing in its people and providing growth opportunities, the company has seen steady progress in employee satisfaction and stability, reinforcing its position as an employer of choice in the industry.

As the company continues to expand its footprint across India and overseas, there is a growing need to realign teams and enhance internal capabilities. Efforts are underway to restructure functions, streamline workflows, and build cross-functional agility to better support this evolving scale. This realignment is aimed at driving sharper execution, improving responsiveness, and ensuring the organization remains future-ready.

With our presence expanding beyond India, we are now building teams that can operate effectively across different countries and cultures. Our HR teams have started preparing for overseas hiring, training, and support systems. Employees in India are also being prepared for cross-border roles through exposure, training, and short-term assignments. These efforts will help us build a strong, unified workforce that can deliver results both in India and overseas, while creating new career opportunities for our people.

Our New Investments & Projects:

Dahej Project

The Dahej project, through our wholly owned subsidiary TCL Intermediates Pvt. Limited, has become operational and is serving both the Indian and export markets. This extremely modern plant incorporates many improvements and is also one of the largest single-train plants in India and among the largest in the world. The plant is positioned perfectly amidst

our customers and the main demand growth area in India – over 60% of domestic demand lies within a 250 km radius. The main producer of feedstock is also located nearby.

Like all large plants, this too takes time to ramp up, tune, and stabilise – this is expected during H1 FY2026. We can expect to see good results in the succeeding years, with sales growth, operational stabilisation, and the benefits of efficiencies from a large, single-train, modern plant. During Q1 FY2026, the plant underwent a post-startup shutdown for various critical inspections and to comply with mandatory regulations.

US Project and US Subsidiary Activities

The US project includes two plants – one for Maleic Anhydride (MAN) using domestic n-butane, and another for food ingredients. The MAN plant targets the growing demand in automobiles, EVs, aircraft, energy, and infrastructure. Located in North America – a large and growing market – the project offers strong strategic advantages.

- Though the added MAN capacity raised initial costs, it enables broader industry reach. MAN is in short supply in the N.E. US, and we expect a quick ramp-up in both production and sales. The 40,000 TPA MAN plant is ideally located – near local feedstock supply and in a region that is currently under-served in maleic anhydride capacity. We anticipate strong offtake once operations begin.
- The MAN plant runs on a single feedstock – n-butane – sourced from a low-cost, high-availability region, ensuring strong margins.
- The integrated food ingredients plant has a 30,000 TPA capacity catering to the food, beverage, and animal feed sectors.
- Around 70% of food ingredients in this category are currently imported, giving us a strong opportunity to localize supply.
- Modular construction – with civil work executed in the US and modules pre-assembled in India – reduced project costs by nearly 45%.
- The site is located within a Plug and Play chemical park, eliminating the need for heavy infrastructure investment.
- Integration of an energy-surplus petrochemical unit with an energy-intensive fine chemicals plant reduces energy costs by over 85%.

All modules have been dispatched from India, with installation in the US expected to be completed by September/October, followed by pre-testing and startup.

Our Subsidiary in the Netherlands - TCL Global B.V.

TCL Global B.V., our European subsidiary, has completed its fourth year of operations, continuing to strengthen its marketing and distribution network across Europe. Despite facing market challenges, TCL Global has maintained steady growth by distributing products from India and Malaysia. With the start-up of our Dahej subsidiary, we are well-positioned to increase export volumes significantly. Our focus remains on steadily improving our product offerings to better serve the European market, ensuring higher customer satisfaction and maintaining competitive pricing. The local presence of

TCL Global enhances our ability to deliver better service, compliance, and quick adaptability in an ever-changing market environment. As we expand our footprint, we aim to capture increased market share and drive consistent growth across the region.

Our Subsidiary in Malaysia

During the year, the Maleic Anhydride business, like many other chemical segments, continued to face severe challenges due to extreme margin compression in Asian markets. This was caused by oversupply at low prices – primarily from China – and intense competition across most regions. Margins have fallen below unremunerative levels, even below cost of manufacture,

resulting in closure of capacities in many regions. As a result, the subsidiary also undertook long shutdowns for refurbishment of equipment during this period of unprofitable trading. The business outlook is positive due to steady demand growth for high-strength composites and the recent establishment of large capacities for low-cost biodegradable plastics derived from Maleic Anhydride.

However, your management carried out a complete review of the operations. Based on this, it has been decided to explore strategic options, including divestment of this subsidiary in part or full. This will enable the Group to focus its full attention on our growing and profitable markets, namely India and the United States.

		USD in Mn	
Sl. No	Particulars	Year Ended 31-Mar-25	Year Ended 31-Mar-24
1	Revenue from Operations	27.82	34.75
2	Other Income	0.53	0.67
3	Total Revenue	28.35	35.42
4	Gross Profit / (Loss) before Interest, Finance Charges and Depreciation (EBITDA)	(6.64)	(1.75)
5	Interest and Finance Charges	(0.20)	(0.18)
6	Profit/(Loss) before Depreciation and Tax	(6.84)	(1.93)
7	Depreciation	(1.81)	(3.01)
8	Profit/(Loss) before Tax (PBT)	(8.65)	(4.94)
9	Provision for Tax	1.96	0.99
10	Profit/(Loss) after Tax	(6.69)	(3.95)
11	Provision for Deferred Tax	-	-
12	Profit/(Loss) after Tax (PAT)	(6.69)	(3.95)

Finance and Accounts:

Working capital management remained strong throughout the year. Despite external challenges, the Company generated sufficient cash flows to meet its operating needs and also funded its new domestic subsidiary in Dahej. In addition, after meeting the initial equity for the U.S. subsidiary from accumulated surplus, the Company infused further capital during FY24–25 to support ongoing progress in the U.S. project.

With major investments underway in Gujarat and the U.S., the Company has entered a borrowing phase after several years of cash surpluses. While this has temporarily impacted financial ratios, the borrowings are tied solely to growth projects. These investments are expected to start generating returns from H2 FY25–26 in India and from late 2026 in the U.S. To support future opportunities, the Board has also approved raising ₹ 700 crores through a mix of debt and equity instruments.

Operational and financial discipline remains a core focus. The Company continues to drive process improvements across all functions and maintains strong internal controls monitored by Board-level committees. Debt levels and cash flows are closely tracked by the Executive Management and the Board. Having successfully managed a similar phase 15 years ago, the leadership team is drawing on that experience to manage current expansion needs, reduce finance costs, and manage foreign currency risks effectively.

Looking Forward to FY25-26:

In our product PA and in our speciality chemicals/food ingredients, we serve industries and markets that are growing robustly. While these are going through a bad patch in terms of margin due to the situation in China and the Far East, on the volume front we are well insulated. As these Far East markets now recover, and as our own capacity expansions get absorbed during the next 12 to 15 months, we expect good improvement in margins also. Struggling producers from the Far East were dumping off-spec products into the Indian market, as they were largely locked out from other global markets. They used gaps in our regulatory systems, which impacted commodities and even food ingredients. The Government of India has taken aggressive steps during the last two years in plugging this gap and ensuring that substandard and toxic products are not dumped into the market. Your Company was one of the early initiators to lead this campaign with the Government, and we have seen good results. However, constant vigilance has become necessary.

Our focus on optimizing operational efficiency and strengthening cost management ensures that we remain a dependable and competitive producer in the market. We continue to work towards maintaining profitability through strategic actions that drive both operational excellence and market expansion.

With our growth in India now well-established and overseas operations set to begin, the group is preparing for the next phase. Our teams are being aligned to handle international supply chains, regulatory requirements, and customer engagement.

Safety and Health Initiatives:

This year, our company has made significant progress in reinforcing safety and health as a cornerstone of our operations. A key development has been the continued implementation of our comprehensive safety and health policy across all manufacturing sites. Our commitment to Process Safety Management (PSM) has been fully integrated into every facility, ensuring that the highest standards of safety are maintained throughout our operations.

In addition to PSM, we have rolled out a series of focused safety programs at all locations. These initiatives are designed to enhance hazard identification, risk assessment, and emergency response capabilities among our teams. By prioritizing proactive safety measures, we are ensuring a culture of awareness and accountability that drives continuous improvement.

Beyond physical safety, our health and well-being programs have been expanded to address the mental and emotional well-being of our employees. Regular health check-ups, stress management workshops, and mental health awareness campaigns are now in place, reflecting our commitment to fostering a supportive and resilient workforce.

The results of these initiatives are already evident, with a notable reduction in safety incidents and an overall improvement in our safety culture. With PSM protocols in place across all manufacturing sites, our company is well-positioned to ensure a safe, healthy, and productive environment for all employees, safeguarding both their well-being and the continued success of our operations.

We are expanding our safety and health systems to cover our new project sites in India and overseas. Learnings from our Indian operations are being adapted to suit local regulations abroad, while maintaining the same high standards. Cross-training programs and safety audits are being planned in advance, ensuring readiness from day one. This will allow us to maintain a consistent safety culture across all sites.

People:

Our commitment to employee development has been strengthened this year with the successful implementation of advanced technical training programs, specifically tailored for new graduates. These initiatives have been expanded to include specialized programs aimed at developing leadership skills and fostering a culture of safety within the organization. We have also enhanced our focus on leadership training, preparing our employees to take on more complex and strategic roles within the company. By investing in continuous learning and leadership development, we ensure that our workforce remains agile, capable, and well-equipped to meet the challenges of an evolving industry. This, in turn, reinforces the resilience and growth of our organization. We have also been successful in developing good young middle managers and executives who are now taking up leadership roles, while older generation managers take up supervisory and maintenance roles. This work continues during this year.

OUR ASSOCIATES

Our journey of growth—across India and into global markets—continues to be strengthened by the enduring support of our

stakeholders. We deeply value the trust and collaboration of our customers, financial partners, investors, suppliers, distribution networks, consultants, regulatory bodies, and the communities in which we operate.

As we expand our presence and increase the scale of our operations, this network of partners remains integral to our success. We remain committed to nurturing these relationships and working together to achieve long-term, shared progress across all regions where we operate.

BOARD AND MANAGEMENT

The Board of your Company consists following Directors as of March 31, 2025

- The Chairman & Managing Director - Mr. R. Parthasarathy
- Managing Director & Chief Financial Officer – Mrs. Ramya Bharathram
- Five Independent Non-Executive Directors:
 - Mr. Arun Ramanathan
 - Mr. Rajeev M Pandia
 - Mrs. Bhama Krishnamurthy
 - Mr. Arun Alagappan
 - Mr. M. Somasundaram
- Two Non-Executive Director:
 - Mr. R. Sampath – Chairman - Ultramarine and Pigments Ltd.
 - Mr. P. Mohana Chandran Nair – Managing Director - TCL intermediates Private Limited

They are supported closely by

- Mr. C.G. Sethuraman – Group Chief Executive Officer
- Mr. Sanjay Sinha – Chief Executive Officer
- Mr. T. Rajagopalan – Company Secretary (Till January 02, 2025)
- Mr. R. Pramod Kumar - Company Secretary (Appointed with effect from January 28, 2025)

And the Business and Functional Heads

- Mr. S. Venkatraghavan - President
- Mr. R. Srinivasaraghavan - President
- Mr. N. Viswanathan - Head Finance
- Ms. J. Radha - Executive Vice President, Finance
- Mr. B. Krishnamurthy - Executive Vice President, Accounts & Systems

The term of appointment of the Chairman and Managing Director of the Company, Mr. R. Parthasarathy will be expiring on 31st July, 2025, and the Board recommends his re-appointment as the Chairman and Managing Director of the Company for a further period of three years from 1st August, 2025.

Mrs. Bhama Krishnamurthy's tenure as Independent Director of the Company expires on 6th August, 2025. Hence it is proposed to reappoint her as Independent Director of the Company for a further period of Four (4) years at the ensuing Annual General Meeting.

Mr. R. Ravi Shankar, Mr. Raj Kataria and Mr. Dhruv Moondhra, Independent Directors of the Company, have retired on August 5, 2024.

The 2nd term of Mr. Arun Ramanathan, Independent Director of the Company will end on 21st July, 2025.

Our Directors play a very active role in the Company bringing expertise in Business Strategy and Management, Technology, Finance & Accounting, Governance, Project Appraisal & Management, Government Relations.

Their frequent and intense interactions with the management team occur through board and committee meetings, reviews, suggestions, criticisms, and advice over the past decade.

The executive management team has been transparent in presenting and discussing initiatives, plans, failures, issues, and responses.

This healthy and open interaction has been of immense value to the governance, health and growth of the company.

The Committees in the Board, especially the Risk Management Committee, Business Review Committee and the Audit Committee met often and participated in depth by setting goals, reviewing performance, correcting slippages and monitoring execution.

The Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Corporate Social Responsibility Committee have been active in their respective roles.

Further details are given in the Corporate Governance Report.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

SOCIAL RESPONSIBILITY

Your Company continues to play an active and important role in the welfare of the local communities.

The Founders of your Company, Mr. N.S. Iyengar and Mr. N.R. Swamy had set up the Thirumalai Charity Trust (TCT) in 1970, and The Akshaya Vidya Trust (AVT) in 1994.

Thirumalai Chemicals supports TCT financially and through management reviews and in their infrastructure planning & development process.

The TCT works in Ranipet District where our main Indian manufacturing site is located, since 1983, providing services in Community Healthcare, Women's Empowerment, Disability, De-addiction, and Village development.

The TCT founded and operates the Thirumalai Mission Hospital, which provides health coverage to 315 village with 36,500 households and 150K population and over 100 medical camps/year with experienced consulting physicians. TCT is embarking on an ambitious expansion project to augment the existing 50-bedded to 100 bedded hospital.

This addresses a critical need of the community.

School Community Development coverage is 6 Villages, primary aim of these visits was to engage with the local communities and raise awareness on key social and environmental issues while showcasing our school's activities.

Industrial Relations:

Industrial Relations during the year under review continued to be very cordial.

Finance

All taxes and statutory dues have been paid on time. Payment of interest and instalments to the Financial Institutions and Banks are being made as per schedule. Your Company has not collected any Fixed Deposits during the Financial Year.

Exports

Calculated on FOB basis, Exports amounted to ₹ 13,186 lakhs (previous year ₹17,824 lakhs)

Particulars of loans, guarantees or investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Related Party Transactions

All transactions entered into with Related Parties (as defined under the Companies Act, 2013) during the Financial Year were in the ordinary course of business and on an Arm's length pricing basis, and do not attract the provisions of Section 188 of the Companies Act, 2013 and were within the ambit of Reg. 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant transactions with related parties during the Financial Year which were in conflict with the interests of the Company. Suitable disclosure as required by the Indian Accounting Standards (Ind AS24) has been made in the notes to the Financial Statements.

The Board has approved of a policy for Related Party Transactions which has been uploaded on the Company's website.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- i) In preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii) We have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period.
- iii) We have taken proper and sufficient care to maintain adequate Accounting Records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv) We have prepared the Annual Accounts on a going concern basis.
- v) Proper Internal Financial Controls were in place and that the Financial controls were adequate and were operating effectively.
- vi) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Business Risk Management

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks. The composition of the Committee is given below:

Sr. No.	Name of member	Category
1.	Mr. Rajeev M. Pandia	Independent Director & Chairman
2.	Mrs. Bhama Krishnamurthy	Independent Director
3.	Mrs. Ramya Bharathram	Managing Director
4.	Mr. Sanjay Sinha	Chief Executive Officer
7.	Mr. B. Krishnamurthy	Executive Vice President Accounts & Systems

Vigil Mechanism / Whistle Blower Mechanism

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

Corporate Social Responsibility (CSR) Committee

The Committee recommended continuing support for the Thirumalai Charity Trust's Health and Rural Development Projects and for the Akshaya Vidya Trust's Educational Programmes.

The composition of the Corporate Social Responsibility Committee is given below:

Sr. No.	Name of member	Category
1.	Mr. Arun Ramanathan	Independent Director & Chairman
2.	Mrs. Bhama Krishnamurthy	Independent Director
3.	Mr. R. Sampath	Director (Promoter)
4.	Mr. R. Parthasarathy	Managing Director (Promoter)

A detailed note is given in the Corporate Governance report.

Total Expenditure on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):

The Company's total spending on CSR is 2% of the average profit after taxes in the previous three Financial Years towards Health and Sanitation Programmes

The CSR report is set out in the Annexure B to the Directors' report.

Statement pursuant to Listing Regulations:

Your Company's shares are listed with the National Stock Exchange of India Ltd. and the BSE Ltd. We have paid the annual listing fees and there are no arrears.

Business Responsibility and Sustainability Report:

Regulation 34(2) of the SEBI Listing Regulations, 2015, as amended, inter alia, provides that the Annual Report of the top 1000 listed entities based on market capitalization (calculated as on 31st March of every Financial Year), shall include a Business Responsibility and Sustainability Report (BRSR Report).

Your Company is in the top 1000 listed entities as on 31st March, 2025. The Company, has presented its BRSR Report for the Financial Year 2024-25, which is part of this Annual Report.

Report on Corporate Governance

The Report on Corporate governance is annexed herewith.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and under obligations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carries out the annual performance evaluation of its own performance, of the Directors individually as well as the evaluation of working of its various Committees. A structured questionnaire is prepared after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, Execution and Performance of specific duties, obligations and governance.

A separate exercise is carried out to evaluate the performance of individual Directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and of its minority shareholders, etc.

The performance evaluation of the Independent Directors is carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors is carried out by the Independent Directors who also review the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

Appraisal of Board's performance

It includes setting individual and collective roles and responsibilities of its Directors, creating awareness among Directors about their expected level of performance and thereby improving the effectiveness of the Board.

Board evaluation contributes significantly to improved performance and aims at,

- Improving the performance of Board in line with the corporate goals and objectives.
- Assessing the balance of skills, knowledge and experience on the Board.
- Identifying the areas of concern and issues to be focused on for improvement.
- Identifying and creating awareness about the role of Directors individually and collectively as Board.
- Fostering Team work among the members of the Board.
- Effective Coordination between the Board and Management.
- Overall growth of the organization

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up by the Company to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Since the number of complaints filed during the year was Nil, the Committee prepared a Nil complaints report.

Statutory Auditors

M/s. Walker Chandok & Co LLP, Chartered Accountants (Firm Registration No. No. 001076N / N500013) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company

held on July 21, 2021, to hold office from the conclusion of the Forty Eighth AGM till the conclusion of the Fifty Third AGM to be held in the year 2026.

Internal Auditors

The Internal Auditors M/s. M.S. Krishnaswamy & Co, Chartered Accountants, have played an important role in strengthening the internal controls within the Company. The Internal Auditors M/s CNK & Associates LLP also contributed significantly.

Cost Auditors

M/s GSVK & Co., Cost Accountants, were appointed as Cost Auditor to conduct cost audit of the cost records maintained by our Company in respect of products manufactured during the Financial Year 2024-25. The Cost Audit Report was filed with the MCA, Government of India, by the Company on August 2, 2024, well before September 30, 2024, the due date of filing for the Financial Year 2023-24.

Secretarial Auditors

In compliance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, the Board at its meeting held on May 16, 2025, has recommended the appointment of /s. R.M. Mimani & Associates LLP, Practising Company Secretaries, a peer reviewed firm (Firm Registration No. L2015MH008300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029- 30, subject to approval of the Members at the ensuing AGM.

Secretarial Auditor Report

The Board appointed M/s. R.M. Mimani & Associates LLP, Company Secretaries, to conduct Secretarial Audit for the Financial Year 2024-25. The Secretarial Audit Report for the Financial Year ended March 31, 2025 is attached to this Report. Below given is the observations in Secretarial Audit Report and management reply:

S.No	Observations	Management Reply
1.	<ul style="list-style-type: none"> • Composition of Nomination and Remuneration Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 19 (1) & (2) of SEBI (LODR) Regulation, 2015. • Composition of Stakeholders Relationship Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 20(1)of SEBI (LODR) Regulation, 2015. • Composition of Risk Management Committee during the period from August 06, 2024 to October 28, 2024 was not as per the provisions of Regulation 21(2)of SEBI (LODR) Regulation, 2015. 	<p>Company has filed an appeal with Securities Appellate Tribunal at Mumbai against Fine imposed by Stock Exchanges in regard to reconstitution of Committees. The Company believes it is in compliance with the provision.</p> <p>There is no provision in the LODR on timelines for reconstitution of the committees. Later only, relevant provisions have been inserted by SEBI vide its Notification on 12th December 2024.</p>
3.	Outcome of the circular resolution passed on May 31, 2024 with regard to recommendation to shareholders for appointment of Director effective from date of Annual General Meeting was not submitted during the review period.	<p>The Board of Directors through circular resolution dated May 21, 2024 have recommended the appointment of an Independent Director to the Shareholders to be considered at the Annual General Meeting. Since it is only a recommendation, the same has not been reported to the stock exchange.</p> <p>The Company has reported to the stock exchanges the appointment of Director made at the Annual General Meeting on July, 25, 2024</p>

Web link of Annual Return

Pursuant to the provisions of section 92(3) and Section 134 (3) (a) of the Companies Act, 2013 a copy of the Annual Return of the Company for the year ended March 31, 2025 will be placed on the website of the company at <http://www.thirumalaichemicals.com>.

Personnel

In terms of the provisions of section 197(12) of the Companies Act, 2013 read with the Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the names and other particulars of employees are set out in the Annexure C to the Directors' report.

Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES OF THE COMPANIES ACT, 2013:

- a) The ratio of the remuneration of each Director to the median employee's remuneration for the Financial Year and such other details as prescribed is as given below:

Name of Director Ratio

- Mr. R. Parthasarathy (Managing Director) 68: 1
- Mrs. Ramya Bharathram (Managing Director and CFO*) 45: 1

- b) The percentage increase in remuneration of Managing Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Mr. R. Parthasarathy – (Managing Director): NIL

Mrs. Ramya Bharathram (Managing Director and CFO*): 57%

Mr. T. Rajagopalan* – (Company Secretary): 49% (Resigned w.e.f. 2 January 2025)

*Current year remuneration includes retirement benefits)

Mr. R. Pramod Kumar – (Company Secretary): NA

*Mrs. Ramya Bharathram – Managing Director, was appointed as the Chief Financial Officer of the Company on July 24, 2018). No additional remuneration was paid to her for functioning as the CFO.

- c) The percentage increase in the median remuneration of employees in the Financial Year: 5.98 %
- d) The number of permanent employees on the rolls of the Company: 538
- e) The explanation on the relationship between average increase in remuneration and Company performance:
- The Company's PAT has increased from ₹3,630 Lakhs to ₹8,221 Lakhs, a increase of 126% against which the average increase in remuneration is 5%;
- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Name	Designation	Remuneration ₹ In Lakhs*	% Increase in Remuneration	PAT ₹ in Lakhs*	% increase in PAT
Mr. R. Parthasarathy	Managing Director	333	NIL		
Mrs. Ramya Bharathram	Managing Director and CFO	221	57	8,221	126%
Mr. T.Rajagopalan**	Company Secretary	71	49		
Mr. R. Pramod Kumar***	Company Secretary	2	NA		

* It consists of Salary/Allowances & Benefits.

** Upto January 2025 and includes retirement benefits as applicable

*** Appointed with effect from January 28, 2025

The remuneration of the Chairman and Managing Director, Mr. R. Parthasarathy includes the commission of ₹ NIL Lakhs, which works out to approximately NIL% to the net profit for the Financial Year ended March 31, 2025.

The remuneration of the Managing Director and CFO, Mrs. Ramya Bharathram includes the commission of ₹ 80 Lakhs, (Previous Year is Nil) which works out to approximately 0.97% to the net profit for the Financial Year ended March 31, 2025.

As per the Compensation Policy, the compensation of the key managerial personnel is based on various parameters including Internal Benchmarks, External Benchmarks, and the Financial Performance of the Company.

- g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current Financial Year and the previous Financial Year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Date	Issued Capital (No. of Shares)	Closing Market Price per share ₹	EPS in ₹	PE Ratio	Market Capitalization (₹ in Lakhs)
31.03.2024	10,23,88,120	234.10	3.55	66.02	2,39,691
31.03.2025	10,23,88,120	242.85	8.03	30.24	2,48,650
Increase /(Decrease)	NA	8.75	4.48	35.78	8,959
% of Increase/(Decrease)	NA	3.74	126.20	(54.19)	3.74
Issue Price of the share at the last Public Offer (IPO)		1.0			
Increase in market price as on 31.03.2025 as compared to Issue Price of IPO		241.85			
Increase in %		24,185			

- h) Average percentile increase already made in the salaries of Employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration is 3% for Employees other than Managerial Personnel & 8% for Managerial Personnel (KMP and Senior Management)

- i) The key parameters for any variable component of remuneration availed by the Directors:

Except Mr. R. Parthasarathy (Managing Director) and Mrs. Ramya Bharathram (Managing Director), no Directors have been paid any remuneration, as only sitting fees have been paid to them. The said Directors have not been paid any variable remuneration. The Directors are eligible for a commission on Net Profits as per the provision of sec.197 of the Companies Act, 2013.

- j) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year: **Not Applicable**

- k) If remuneration is as per the remuneration policy of the Company: **Yes**

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars required to be included in terms of Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure D.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor.

The details form part of Note No. 35 of Notes to standalone financial statements.

Cautionary Statement

Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation, plant breakdowns, industrial relations, etc.

Acknowledgements

The Directors would like to place on record our sincere appreciation for the continued support given by the Banks, Internal Auditors, Government Authorities, Customers, Vendors, Shareholders and Depositors during the period under review.

The Directors also appreciate and value the contributions made by the employees of our Company at all levels.

For and on behalf of the Board of Directors

R. Parthasarathy

Managing Director
(DIN:00092172)

Place: Chennai

Date: 16th May, 2025

M. Somasundaram

Director
(DIN: 05185268)

Place: Chennai

Date: 16th May, 2025

Annexure to Directors' Report

Annexure – A

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ In Lakhs)

Company	Currency	Conversion rate	Capital	Reserve	Total Liability	Investment	Turnover	PBT	PAT
1 Cheminvest Pte. Ltd	USD	85.58	6847	9136	2794	15642	505	72	73
2 OOSB	USD	85.58	10880	3190	14,533	-	23,528	-7314	-5659
3 Lapiz Europe Ltd	GBP	110.74	0.11	27	6.89	-	0.00	-3	-3
4 TCL Global BV	Euro	92.32	72502	528	74398	72585	6890	157	157
5 TCL INC	USD	85.58	72924	44	73014	72907	0	-18	67
6 TCL Specialties LLC	USD	85.58	72907	-328	164285	0	152	-673	-673
7 TCL Intermediates Private Limited	RS	0.00	23300	-6091	87386	0	1956	-5204	-5204

For and on behalf of the Board of Directors

R. Parthasarathy

Managing Director

(DIN:00092172)

Place: : Chennai

Date: 16th May, 2025

M. Somasundaram

Director

(DIN: 05185268)

Place: Chennai

Date: 16th May, 2025

Annexure-B

Reporting of Corporate Social Responsibility (CSR)

- Period for which CSR is being reported: **From 01/04/2024 to 31/03/2025.**
- Brief outline on CSR Policy of the Company: The areas of principal support of the CSR Policy are towards Education, Health, Women Empowerment and Community Development Services. The full policy is available in the Company's website <http://www.thirumalaichemicals.com>.
- Composition of CSR Committee:

Sr. No.	Nature of Directorship	Designation/ Name of member	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Arun Ramanathan	Independent Director & Chairman	2	2
2.	Mrs. Bhama Krishnamurthy	Independent Director	2	2
3.	Mr. R. Sampath	Director (Promoter)	2	2
4.	Mr. R. Parathasarathy ¹	Managing Director (Promoter)	-	-

¹Inducted as a member on 28.01.2025

- Composition of CSR Committee- <https://thirumalaichemicals.com/compliance-policies/>
CSR Policy - <https://thirumalaichemicals.com/compliance-policies/>
CSR projects - <https://thirumalaichemicals.com/announcements-updates/>
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakh)	Amount required to be set- off for the financial year, if any (₹ in Lakh)
1	2023-24	0	0
	TOTAL		

- Average net profit of the Company as per section 135(5): **₹ 13,901.84 Lakhs**
- Two percent of average net profit of the company as per section 135(5): **₹278.04 Lakhs**
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**
 - Amount required to be set off for the financial year, if any: **NIL**
 - Total CSR obligation for the financial year (8a+8b- 8c): **₹278.04 Lakhs**
- CSR amount spent or unspent for the financial year:

Total Amount spent for the Financial Year. (in ₹)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
280	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Through Implementing Agency (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.							NIL	NIL				
	TOTAL						NIL	NIL				

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Managing Non-communicable Diseases (NCD) in the community	Promoting healthcare including preventive health care	YES	Tamil Nadu	Ranipet	2,00,00,000	NO	Thirumalai Charity Trust Ranipet District	CSR00000287
2.	Support for dialysis programme	Promoting healthcare including preventive health care	YES	Tamil Nadu	Ranipet	35,00,000	NO	Thirumalai Charity Trust Ranipet District	CSR00000287
3.	Surgeries Sponsorship	Promoting healthcare including preventive health care	YES	Tamil Nadu	Ranipet	15,00,000	NO	Thirumalai Charity Trust Ranipet District	CSR00000287
4.	Education for Tribal and Underprivileged children at Vidya Vanam school in the village of Anaikatty, Coimbatore.	Promoting education including special education among children	YES	Coimbatore	Anaikatty	2,00,000	NO	Bhuvana Foundation, Chennai	CSR00004245
5.	To provide reusable sanitary napkins to 150 women	Promoting education including special education among children	YES	Tamil Nadu	Tirupattur	1,00,000	NO	South Central India Network for Development Alternatives (SCINDeA), Vellore	CSR00004582
6.	Medical Equipments	Promoting healthcare including preventive health care	YES	Tamil Nadu	Chennai	8,00,000	NO	Hindu Mission Hospital, Tambaram	CSR00005035

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
7.	to conduct a camp to identify and take measurements to provide the artificial legs to the 80 beneficiaries.	Promoting healthcare including preventive health care	YES	Tamil Nadu	Chennai	5,50,000	NO	Freedom Trust Chennai District	CSR00014451
8.	Conducting classes for School Children in Instrumental and Vocal Music, Dance, Karate, Silambam, Roller Skating and Tennis addition to coaching classes for NEET/JEE.	Promoting education including special education among children	YES	Tamil Nadu	Ranipet	13,50,000	NO	Akhil Diksha Foundation Ranipet District	CSR00085495
TOTAL						2,80,00,000			

(d) Amount spent in Administrative Overheads – **NIL**

(e) Amount spent on Impact Assessment, if applicable – **NA**

(f) Total amount spent for the Financial Year (9b+9c+9d+9e) – ₹ **279.50 Lakhs**

(g) Excess amount for set off, if any – **NIL**

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	278.04
(ii)	Total amount spent for the Financial Year	279.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.46
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.46

10. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	2021-2022	Nil	2,51,00,000	Nil	Nil	Nil	Nil
2.	2022-2023	41,80,000	2,53,20,000	Nil	Nil	Nil	Nil
3.	2023-2024	50,30,000	3,12,10,000	Nil	Nil	Nil	25,07,000
TOTAL		92,10,000	8,16,30,000				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project- Completed /Ongoing.
1.	FY31.03. 2023_1	Education & Sports Facilities and Critical Infrastructure for AVT Schools'	2022-2023	3 years	41,80,000	41,80,000	41,80,000	Completed
2.	FY31.03. 2024_1	Promoting health care including preventive health care	2023-2024	3 years	51,30,000	24,23,000	25,23,000	Ongoing

11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)**.

(a)	(b)	(c)	(d)
Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
23.10.2024	3,85,000	Thirumalai Mission Hospital [A unit of Thirumalai Charity Trust] Vanapadi Road & Post, Vanapadi, Ranipet, Tamilnadu, India.	HP Desktop Computer

12. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).
– **Not Applicable**

Sd/-

Arun Ramanathan

Director

(DIN: 00308848)

Sd/-

R. Sampath

Director

(DIN:00092144)

Annexure C

Statement of particulars under section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2025 and forming part of the Directors' Report.

Sr. No	Name ^s	Designation	Qualification(s)	Age	Date of Commencement of Employment	Total Experience	Nature of Employment Whether Contractual or Otherwise	Nature of Duties of The Employee	Gross Remuneration ₹ in lakhs	Previous Employment / Designation	No shares held and related to any Director or Manager or KMP
1.	Mr. C. G. Sethuraman	Group Chief Executive Officer	B.Tech., (Chemical Engineering), PGDM (IIMA)	69 Yrs	August 12, 2013	42 Years	Contractual	General Management	231	ED (emerging business, Archean Group)	NIL
2.	Mr. Sanjay Sinha	Chief Executive Officer	B.Tech (Chemical Engineering)	62 Yrs	January 18, 2021	38 Years	Contractual	General Management	321	Sector Head-Aromatics, Reliance Industries Limited	NIL
3.	Mr. S. Venkatraghavan	President (Food Ingredients)	M.Sc, M.Tech, MBA	59 Yrs	July 14, 2014	31 Years	Contractual	General management	111	Executive Vice President – Sales & Marketing Cabot Sanmar Ltd.	NIL
4.	Mr. Harshit Kapoor	Executive Vice President	BE Chemical, Management Education Program (MEP) - IIM Ahmedabad	40 Yrs	March 4, 2021	19 Years	Contractual	Project In charge	88	Luna Chemicals, Deepak Phenolics Limited, Larsen & Toubro Hydrocarbon Limited (LTHE)	NIL
5.	Mr. V. Thirumalaisamy	Executive Vice President (Project & Engineering)	B.Tech – Chemical engineering	57 Yrs	October 24, 2016	34 Years	Contractual	Technology & Engineering management.	100	Technip France-Abu Dhabi, Foster wheeler Energy limited, Tirumala chemicals limited, Tanfac industries.	100
6.	Mr. S. Varadharajan	Vice President Marketing	B.Com, PGPMs (marketing)	53 Yrs	April 30, 2010	13 Years	Contractual	General Management	86	NA	435205
7.	Mr. Easwaran	Executive Vice President-Strategy & Business Development (New Products and Projects)	B.Tech and MBA, Chemical Engineering	44 Years	August 16 th , 2023	21 Years	Contractual	General Management	67	Sr. Vice President-Sales & Marketing – Vardhman Group.	NIL
8.	Mr. Viiswanathan	Head-Finance	Chartered Accountant	49 Years	July 25 th , 2024	25 Years	Contractual	General Management	56	CFO of a midsized Engineering Company.	NIL
9.	Ms. J. Radha	Executive Vice President, Finance	B.Com, CA, 'CS (Inter)'	58 Yrs	November 28, 2019	30 Years	Contractual	General Management	82	Rane (Madras) Ltd., Chennai – Vice President – Finance and Chief Financial Officer	NIL
10.	Mr. R. Srinivasa Raghavan	President – Factory Operations	BSc, Chemistry	68 Yrs	July 15, 2021	41 Years	Contractual	General Management	71	President – Deepak Phenolics	NIL

Annexure D

INFORMATION AS PER Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 and forming part of the Directors' Report.

I. CONSERVATION OF ENERGY:

Your Company continues to focus on Conservation of Energy and considers it very important for efficient use of energy.

Sl. No	Fuel Consumption	Units	Year Ending 2024 – 2025	Year Ending 2023 – 2024
1	Electricity			
	a) Purchased Units	KWHR	27,21,926	41,16,137
	Total Amount Paid	₹	3,23,00,827	4,43,48,900
	Rate per Unit	₹	11.87	10.77
	b) Own Generation	KWHR	26,79,846	19,99,426
	Unit / Ltr of HSD	KWHR/LTR	3.09	3.23
	Cost per Unit	₹	28.91	29.16
2	Coal: Not consumed in the process	KWHR	Nil	Nil
3	Furnace Oil			
	Total Quantity	MT	3,321	5,793
	Total Amount	₹	17,83,22,195	28,48,16,296
	Average Rate	₹	53,696	49,167
4	Other Internal Generations	KWHR	4,60,92,184	4,66,48,397
5	Consumption Per Tonne of Production			
	Electricity	KWHR	14.93	22.43
	Furnace Oil	Ltr	18.22	31.56

II. Technology Absorption, Adaptation and Innovation.

Research and Development

- 1) Specific Areas in which R & D activities carried out by our Company.
 - a. Reduction in Input use including Raw Materials, Chemicals, Energy and Water.
 - b. Reduction in effluent generation from each production plant.
 - c. Improving the quality of our products viz., developing process improvements for implementation in the Plant towards the above.
- 2) Benefits derived as a result of above effects.
 - a. Improvement of yield in the plants.
 - b. Improvement in quality of products.
 - c. Significant Energy, Water, Chemicals Reduction in our Derivatives Plants.
- 3) Future plan of action.
 - a. Technology development to enable higher capacity utilization, debottlenecking and lower Input use.
- 4) Research and Development Expenditure

Particulars	2024-25	2023-24
a) Capital	₹NIL	₹NIL
b) Recurring	₹191 lacs	₹247 lacs
c) Total	₹191 lacs	₹247 lacs
Total R&D expenditure as a % of sales	0.09%	0.14%

5) Technology Absorption, Adaptation and Innovation:

- a. Efforts in brief towards absorption, adaptation and innovation. The technologies required for better products applications and better quality have been adapted and are being developed / improved indigenously.
- b. Benefits derived as a result of the above efforts.
- c. Improvement in the quality of the products, increase productivity and reduced cost of production in all products.
- d. Particulars of Technology imported during the last 5 Years: None.
- e. Techno-commercial studies of fine chemicals
- f. Food acidulants- awareness to customers, technical services to users of our products.

III. Foreign Exchange Earning and Outgo

	(₹ In Lakhs)	
Fuel Consumption	2024-2025	2023-24
Export earnings	13,186	17,824
Outgo	95,790	18,555

For **and on behalf of the Board of Directors**

R. Parthasarathy

Managing Director

(DIN :00092172)

Place: Chennai

Date: 16th May, 2025

M. Somasundaram

Director

(DIN: 05185268)

Place: Chennai

Date: 16th May, 2025

Business Responsibility & Sustainability Report

SECTION A- GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the listed entity -	L24100MH1972PLC016149
2.	Name of the listed entity -	THIRUMALAI CHEMICALS LIMITED
3.	Year of incorporation-	27/11/1972
4.	Registered office address -	Thirumalai House, Road No.29, Sion-East, Mumbai-400 022
5.	Corporate address -	Spic House, 5 th Floor, 88, Mount Road, Guindy, Chennai - 600032
6.	E-mail -	pramodkumar.r@tclintermediates.com
7.	Telephone -	Tel: +91 22 2401 7841 / 53 / 61
8.	Website -	www.thirumalaichemicals.com
9.	Financial year for which reporting is being done -	1 st April 2024 to 31 st March 2025
10.	Name of the Stock Exchange(s) where shares are listed -	BSE Limited and National Stock Exchange of India Limited
11.	Paid-up Capital -	102388120
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Pramodkumar R (Company Secretary & Compliance office) Tel: +91 22 2401 7841 / 53 / 61 pramodkumar.r@tclintermediates.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). -	Standalone
14.	Name of assurance provider -	The report is not assured by an external assurance provider
15.	Type of assurance obtained -	Not applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacture of petrochemicals (excluding fertilizers and nitrogen compounds)	Manufacturing, distribution, sales and marketing of petrochemicals except fertilizers and nitrogen compounds	100

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Phthalic Anhydride and Derivatives, Malic Acid, Fumaric Acid	20119	87

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	2	3	5

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	The Company sells its products in all the 28 states and 8 Union territories in the country
International (No. of Countries)	The Company sells its products in 4 continents (US, Europe, Asia, Middle East, Africa)

b. What is the contribution of exports as a percentage of the total turnover of the entity?

6%

c. A brief on types of customers

Thirumalai Chemicals Limited is a leading producer of Phthalic Anhydride (PA), a versatile white crystalline compound integral to various industrial applications. PA is primarily utilized in the synthesis of plasticizers, pigments, dyes, and resins. In the plasticizer sector, PA is essential for manufacturing phthalate plasticizers, which impart flexibility to plastics used in products such as wire and cable coatings, hoses, pipes, coated fabrics, roofing membranes, and swimming pool liners. Additionally, PA is a key ingredient in producing unsaturated polyester resins (UPR). When combined with glass fibers, UPR forms fiberglass-reinforced plastics, widely employed in the construction, marine, and transportation industries. Furthermore, PA-based alkyd resins are crucial in formulating paints and lacquers for architectural, machinery, and furniture applications. In India, the pigments and dyes industry significantly relies on PA. TCL holds the distinction of being India's sole manufacturer of Malic Acid, an organic compound predominantly used in the food and beverage industry to impart a sour or tart flavor to products. The company supplies Malic Acid to prominent global clients, including Perfetti and Symrise. Additionally, TCL produces Fumaric Acid, which finds applications in both the food and pharmaceutical industries.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

No	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Employees						
1	Permanent (D)	509	466	91.55%	43	8.45%
2	Other than Permanent (E)	33	31	93.94%	2	6.06%
3	Total employees (D + E)	542	497	91.70%	45	8.30%
Workers						
1	Permanent (F)	24	24	100.00%	0	0.00%
2	Other than Permanent (G)	410	376	91.71%	34	8.29%
3	Total Workers (F + G)	434	400	92.17%	34	7.83%

b. Differently abled Employees and workers:

No	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Differently Abled Employees						
1	Permanent (D)	0	0	0.00%	0	0.00%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%
3	Total differently abled employees (D + E)	0	0	0.00%	0	0.00%
Differently Abled Workers						
1	Permanent (F)	0	0	0.00%	0	0.00%
2	Other than Permanent (G)	0	0	0.00%	0	0.00%
3	Total Workers (F + G)	0	0	0.00%	0	0.00%

21. Participation/Inclusion/Representation of women

	Total(A)	No. and percentage of Females	
		No(B)	%(B/A)
Board of Directors	9	2	22.22%
Key Management Personnel	3	1	33.33%

22. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years)

	FY 2024-25			FY 2023-24			FY2022-23		
	(Turnover rate in current FY)			(Turnover rate in previous FY)			(Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	15.53%	24.44%	16.32%	14.68%	11.24%	14.37%	24.35%	13.70%	23.54%
Permanent Workers	15.38%	0.00%	15.38%	10.17%	0.00%	10.17%	3.17%	0.00%	3.17%

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23. (a) Names of holding / subsidiary / associate companies / joint ventures.**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ associate/ joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	TCL Intermediates Private Limited	Subsidiary of TCL	100 %	Yes
2	Optimistic Organic sdn bhd.	Subsidiary of TCL & Cheminvest	TCL - (15.8 %) & Cheminvest -(84.2 %)	Yes
3	Lapiz Europe	Subsidiary of Cheminvest	100 %	Yes
4	TCL Global BV	Subsidiary of TCL / Holding of TCL INC.	94.32%	Yes
5	TCL INC.	Subsidiary of TCL Global BV/ Holding entity of TCLS LLC	100 %	Yes
6	TCL Specialities LLC (TCLS LLC)	Sole Member Corporation	100 %	Yes

VI. CSR Details**24. Provide the following CSR details****i) Whether CSR is applicable as per section 135 of Companies Act, 2013 -**

Yes, CSR is applicable for Thirumalai Chemicals Limited as per section 135 of Companies Act, 2013

ii) Turnover (in ₹) – 2,18,327 lakhs**iii) Net worth (in ₹) – 1,10,666 lakhs****VII. Transparency and Disclosures Compliances****25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-			
Shareholders	Yes	6	0	Complaints were duly addressed and closed	8	0	Complaints were duly addressed and closed

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	20	0	Complaints addressed and closed	15	0	Complaints were duly addressed and closed
Value Chain partners	Yes	0	0	-	0	0	-
Other (please specify)	Yes	0	0	-	0	0	-

<https://thirumalaichemicals.com/wp-content/uploads/2023/05/STAKEHOLDER-GRIEVANCE-REDRESSAL-POLICY.pdf>

26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Health & Safety	R	As a chemical manufacturer, ensuring safety is non-negotiable. We are committed to creating a safe workplace by maintaining an accident-free environment, aiming for zero safety accidents, injuries, and incidents that could harm our workforce or the environment.	Our safety culture is built on proactive measures such as regular training, near-miss reporting, rigorous audits, and participation across all organizational levels. A strong EHS management system helps in identifying and mitigating risks early.	Negative
2	Business Ethics	R	Ethical conduct forms the cornerstone of our business operations. Our Code of Conduct defines key compliance expectations and offers clear guidance to internal stakeholders to discharge their responsibilities with integrity and accountability	TCL has instituted comprehensive policies to promote and uphold ethical conduct throughout the organization. Our Code of Conduct, along with supporting ethical guidelines, serves as a structured framework that clearly outlines expectations for responsible behavior, integrity, and accountability among all employees and internal stakeholders. These standards are embedded into our operational culture and reinforced through regular training and awareness programs. Such initiatives are aimed at fostering a deep understanding of ethical obligations and ensuring consistent compliance at all levels of the organization	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Water Stewardship	O	Responsible water management is a key operational priority and an essential element of our environmental stewardship. We recognize the growing significance of water conservation in the chemical manufacturing sector and have committed to minimizing our water footprint through strategic initiatives. Our focus lies in implementing process optimization techniques and adopting advanced technologies that enable reduction in specific water consumption across operations. In addition, we are actively enhancing our rainwater harvesting infrastructure by increasing catchment areas to maximize rainwater capture and reduce dependence on external freshwater sources. These initiatives are aligned with our target of achieving a 10% reduction in total water consumption by 2030, with FY 2022–23 as the baseline year. Through these continuous efforts, we aim to strengthen water resilience while supporting long-term business continuity and environmental responsibility.		Positive
4	Employee development	O	We view employee development as a strategic enabler for long-term growth and resilience. By continuously nurturing the skills, capabilities, and potential of our workforce, we build a team that is agile, innovative, and aligned with our organizational objectives. A focus on learning and development empowers employees to embrace new technologies, adopt best practices, and actively contribute to improving operational and sustainability outcomes. Furthermore, a well-trained and engaged workforce fosters a culture of accountability and performance, driving higher retention, increased productivity, and a stronger alignment with the company's mission and values.		Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Community support	O	Supporting the communities in which operations are based is considered a vital part of the organization's values and long-term commitments. Engaging meaningfully with local communities, NGOs, and government bodies helps in understanding specific local needs and priorities. This, in turn, enables the development of targeted initiatives that deliver shared value—benefitting both the business and the community. Efforts include running skill development programs for local youth to enhance employability and reduce unemployment, while also contributing to social upliftment. In addition, the organization collaborates with charitable institutions to improve access to affordable healthcare and education. Through consistent outreach, partnerships, and social investment, strong community relationships are nurtured, helping build trust, social equity, and long-term impact.		Positive
6	Zero waste to landfill	O	A proactive and structured approach is being adopted to manage waste sustainably, with a strong focus on reducing waste generation at the source. Process optimization and cleaner production technologies are being implemented to recover, reuse, and convert waste streams—such as gases, liquids, and solids—into high-value saleable products and by-products. These efforts significantly reduce reliance on landfills while improving overall material efficiency. The organization continues to enhance recovery systems, explore new recycling opportunities, and strengthen internal practices such as waste segregation and tracking. These initiatives, combined with employee awareness and process improvements, support the long-term goal of minimizing waste disposal and aligning with environmental best practices		Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Carbon footprint	R	Efforts to mitigate climate change are being actively pursued through continuous improvements in energy efficiency and a shift towards cleaner fuel sources. A major step has been the transition from Furnace Oil (FO) to Piped Natural Gas (PNG), which has contributed significantly to lowering direct emissions. Over the years, operational processes have been optimized to reduce specific energy consumption, making the manufacturing systems among the most energy-efficient in the industry. Building on this momentum, plans are also underway to explore and integrate renewable energy solutions in the coming years, further supporting long-term decarbonization goals. These actions reflect a strong commitment to minimizing the carbon footprint and aligning with evolving environmental standards and expectations.	A strategic three-pronged approach has been adopted to reduce energy consumption and associated GHG emissions. First, energy recovery systems are deployed to capture waste heat, improving overall energy utilization. Second, operational processes are continuously optimized for enhanced energy efficiency, ensuring minimal energy wastage. Third, a strong internal culture of innovation is fostered, encouraging employees to develop and implement ideas that lead to further reductions in energy usage. Additionally, fuel switching initiatives such as transitioning from Furnace Oil to Piped Natural Gas (PNG) have been implemented, and plans are in place to incorporate renewable energy sources to strengthen long-term mitigation efforts.	Negative
8	Corporate governance	R	The Board of Directors plays a pivotal role in setting the strategic direction and establishing policies that guide the organization's operations. It provides comprehensive oversight and ensures effective supervision of the management team. The Board, along with its committees, conducts regular reviews of policy implementation, monitors adherence to governance principles, and offers necessary support to the executive leadership. Through a strong focus on ethical governance, robust risk management frameworks, and efficient business processes, the organization maintains transparency, accountability, and long-term value creation.	Adhering to evolving social norms and regulatory expectations is not merely a compliance requirement but a core element of our long-term sustainability. These principles are deeply embedded in our organizational culture, and we actively engage with our employees to ensure they understand and operate within this ethical framework. This commitment has helped us build a strong reputation as a responsible employer, reliable business partner, and valued community stakeholder. Both the Board of Directors and the management team remain steadfast in fostering a culture of integrity, accountability, and transparency across all levels of the organization.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Regulatory issues & Compliance	R	The organization's policies and practices are firmly aligned with ethical standards, legal obligations, and sustainability principles. We are committed to maintaining this alignment while continuing to remain competitive in the marketplace. By placing a strong emphasis on regulatory compliance and ethical conduct, we contribute meaningfully to societal and environmental well-being, while also strengthening our long-term business resilience and reputation as a responsible and trustworthy enterprise.	The company maintains strict adherence to all applicable regulations and compliance requirements, embedding these principles into its organizational culture and daily operations. Comprehensive systems and processes have been put in place to continuously monitor and ensure conformity with relevant laws, standards, and guidelines. This proactive compliance framework enables ethical operations, effective risk mitigation, and reinforces our unwavering commitment to operating within the legal and regulatory landscape across all facets of the business.	Negative
10	Product safety & Quality	R	Ensuring product safety and delivering high-quality outputs remain top priorities, with a clear focus on consistently meeting and exceeding customer expectations. Our commitment to maintaining rigorous quality standards is central to fostering customer trust and satisfaction.	We actively engage with customers through regular communication and feedback mechanisms, enabling us to understand their evolving needs and continuously improve our products and services to meet their expectations effectively.	Negative

SECTION B- MANAGEMENT AND PROCESS DISCLOSURES

Policy and management processes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/	https://thirumalaichemicals.com/compliance-policies/
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SMETA (ethical trade audits), Responsible Care, Company Code of Conduct, Whistleblower Policy	FSSC 22000 (equivalent to GFSI), HACCP, ISO 9001, ISO 9004, Halal & Kosher Certifications, Responsible Care	SMETA (social responsibility), Responsible Care, Internal HR and HSE Policies	SMETA, Stakeholder engagement processes, CSR programs	SMETA, Whistleblower Mechanism, Code of Conduct, Equal Opportunity Policy	ISO 14001 (Environmental Management), ISO 50001 (Energy Management), Responsible Care	Responsible Care, Adherence to national regulatory engagement norms	CSR Policy, Community Development Initiatives, SMETA	FSSC 22000, HACCP, ISO 9001, ISO 9004, Customer Feedback & Grievance Redressal System

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	- Promote trust and transparency in all disclosures (financial & non-financial) - Zero regulatory violations and effective compliance tracking	Continue to adhere to global quality and safety standards including REACH, FSSC 22000, HACCP, etc. - Enhance product safety practices through responsible sourcing and sustainable manufacturing	Ensure zero workplace accidents - Ensure 100% digitally enabled workforce by 2030 - Strengthen employee engagement and skill development initiatives	Promote inclusive communication and engagement with all stakeholders including customers, employees, and communities - Strengthen grievance redressal mechanisms	Zero tolerance for human rights violations across operations and value chain - Embed human rights due diligence across policies and risk management frameworks	25% reduction in GHG emissions by 2030 - 10% reduction in water consumption by 2030 - 10% reduction in industrial waste generation by 2030 - Implement water catchment strategies and energy-efficient technologies	Engage responsibly in industry discussions and policy viewpoints through associations like ICC and Responsible Care forums	Invest in community projects related to conservation of natural resources, education, and access to healthcare - Drive socio-economic development through skill-building programs for youth	Maintain customer satisfaction through quality, safety and compliance - Engage in continuous feedback and improvement mechanisms - Strengthen traceability and product information transparency
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	The organization has maintained full compliance with all applicable regulations and ethical standards. There were no significant compliance violations or breaches reported during the year. Continued focus on ethics training and transparent disclosures has helped strengthen the internal compliance culture.	All applicable certifications such as FSSC 22000, HACCP, ISO 9001, Kosher, Halal, and REACH compliance were successfully maintained. Product safety, quality, and regulatory adherence remained a top priority, with periodic reviews and audits ensuring alignment with global benchmarks.	The Company continued to focus on creating a safe, healthy, and digitally empowered workplace. While the goal of zero workplace accidents remains ongoing, no major incidents were reported during the year. Digitization initiatives were further rolled out across departments, moving closer to the 2030 target of a 100% digitally enabled workforce.	Multiple initiatives were undertaken to support local communities, especially in the areas of skill development, access to healthcare, and education. Collaboration with NGOs and government bodies enabled impactful outreach and strengthened community relations.	The Company upheld its zero-tolerance stance towards human rights violations. There were no reported incidents, and proactive measures such as awareness sessions and redressal systems were continued to ensure a safe, inclusive, and respectful working environment.	A major fuel switch from Furnace Oil to Piped Natural Gas (PNG) led to a notable reduction in GHG emissions and particulate matter levels. Installation of Air-Cooled Condensers has helped reduce the thermal load on conventional cooling towers, resulting in a substantial decrease in water consumption for cooling processes. Around 13,076 KL of rainwater was harvested and reused during the reporting period. Plastic packaging materials were reused in operations, contributing to waste reduction and promoting circular practices. Stewardship goals.	The Company remained actively engaged with industry bodies such as ICC and Responsible Care. It contributed to discussions on sustainable practices and shared insights on compliance and safety, reinforcing its commitment to collaborative policy evolution.	Investments in community development, education, natural resource conservation, and affordable healthcare were continued through focused CSR efforts. Projects supporting local employment and infrastructure improvement were also executed in partnership with relevant stakeholders.	Customer feedback was actively collected and addressed through structured channels. Product quality and safety were continuously monitored and improved, ensuring high customer satisfaction. No major product complaints or safety issues were reported.

[illegible]

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Managing Director Risk Management Committee Nomination & Remuneration Committee CSR Committee Nomination & Remuneration Committee Risk Management Committee Strategy Review Committee CSR Committee Business Review Committee									Annually	Annually	Annually	Annually	Annually	Quarterly	Annually	Annually	Half Yearly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Audit Committee Risk Management Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee Nomination & Remuneration Committee Risk Management Committee Audit Committee Corporate Social Responsibility Committee Business Review Committee									Annually	Annually	Annually	Annually	Annually	Quarterly	Annually	Annually	Half Yearly

Remarks: Policies are verified and audited by Bureau Veritas as part of external audits for compliance and validation.

[illegible]

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of directors	2	Code of Conduct, Whistle Blower Mechanism, Corporate Social Responsibility (CSR) Enhanced understanding of governance responsibilities and ethical leadership, reinforcing a strong culture of accountability and social responsibility at the board level.	100.00%
Key Managerial personnel	2	Code of Conduct, Whistle Blower Mechanism, Corporate Social Responsibility (CSR) Enhanced understanding of governance responsibilities and ethical leadership, reinforcing a strong culture of accountability and social responsibility.	100.00%
Employees other than BoD and KMPs	48	Awareness on Human Rights Stress Management Enhanced awareness and employee well-being	100.00%
Workers	15	Awareness on Human Rights Stress Management Increased sensitivity to human rights and improved stress handling	100.00%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Category	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

Category	Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-	-
Punishment	-	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

S. No.	Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
1	NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. –

Yes. Our company upholds a robust Anti-Bribery and Anti-Corruption Policy, reflecting our unwavering commitment to ethical business practices and integrity across all operations. This policy delineates clear guidelines and procedures designed to prevent any form of bribery and corruption, ensuring strict adherence to legal requirements and the highest ethical standards. By implementing continuous training, rigorous monitoring, and strict enforcement measures, we cultivate a culture of transparency, fairness, and accountability within our organization, thereby reinforcing trust and confidence among our stakeholders.

Remarks: <https://thirumalaichemicals.com/wp-content/uploads/2023/05/ANTI-BRIBERY-AND-ANTI-CORRUPTION-POLICY.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	Current Financial Year	Previous Financial Year
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Category	Current Financial Year		Previous Financial Year	
	Number - FY 2024-25	Remarks - FY 2024-25	Number - FY 2023-24	Remarks - FY 2023-24
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Nil	0	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Nil	0	Nil

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. –

There were no complaints/ cases on corruption and conflict of interest For FY 2024-25 and FY2023-24

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

Particulars	Current Financial Year	Previous Financial Year
Number of days of accounts payables	85.75	103.79

9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	1.59%	2.6%
	b. Number of trading houses where purchases are made from	8	12
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	1.59%	2.6%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.17%	0.80%
	b. Sales (Sales to related parties / Total Sales)	14.91%	4.50%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100.00%	100%
	d. Investments (Investments in related parties / Total Investments made)	99.98%	99.96%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

S. No.	Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	2	Occupational Health & Safety Protocols for contract workers, logistics staff, and site visitors.	100.00%
2	2	Safe Material Handling and Loading Practices for logistics partners.	100.00%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same.

– Yes, we uphold a comprehensive Code of Conduct that serves as the foundation for ensuring transparency and fairness in all our business dealings. This policy provides explicit guidelines and expectations for ethical behavior, emphasizing the importance of honesty, integrity, and respect in every interaction. Our unwavering commitment to these principles not only enhances trust and credibility with our stakeholders but also reinforces our dedication to operating with accountability and ethical integrity.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

Particulars	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	0.00%	7.14%	Reducing the waste by 2.8 tons per day
Capex	9.37%	1.00%	Fuel switch project - FO to PNG

2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) - Yes

Remarks: Yes, the company has embraced Responsible Care Guidelines and SEDEX Members Ethical Trade Audit (SMETA) Best Practice Guidance to ensure sustainable sourcing. By sourcing raw materials in bulk, the company minimizes road transportation over long distances, effectively reducing its carbon footprint.

2.b. If yes, what percentage of inputs were sourced sustainably?

3.1 %

Remarks: The sustainable sourcing reflects our key raw material suppliers, who are 100% sustainably sourced. We are currently undertaking a full-scale assessment of all input materials across our supplier base, and a more comprehensive figure will be reported in the next reporting cycle.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life for the following:

Category	Description
(a) Plastics (including packaging)	We are in the process of tracking and improving the reuse of our packaging materials. In the current financial year, 4.6% of packaging materials have been reused within our operations. The remaining plastic packaging and materials are disposed of through authorized pre-processors and recyclers, in accordance with the Plastic Waste Management Rules and our obligations under the Extended Producer Responsibility (EPR) framework.
(b) E-waste	-
(c) Hazardous waste	Hazardous wastes generated during manufacturing—are stored, handled, and transported as per the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. These wastes are disposed of through authorized Treatment, Storage, and Disposal Facilities. Regular training, audits, and documentation ensure compliance and minimize environmental risk.
(d) Other waste	Our core products—Phthalic Anhydride, Malic Acid, and Fumaric Acid—are chemical intermediates that are fully consumed in downstream manufacturing processes, such as the production of plasticizers, resins, pigments, dyes, food acids, and beverages. Therefore, there is no direct end-of-life product waste available for recovery, reuse, or recycling.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

– Yes, the waste collection and disposal activities undertaken by TCL are in line with the EPR plans submitted to the respective State Pollution Control Boards (SPCBs) and the Central Pollution Control Board (CPCB). TCL is registered under the EPR framework as a Brand Owner.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

S. No.	NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
1	20119	Phthalic Anhydride	100%	Cradle to Gate	Yes	No, The results are currently under final review, and certain updates are yet to be incorporated. Once finalized, the report will be communicated in the public domain.
2		Malic Acid		Cradle to Gate	Yes	
3		Fumaric Acid		Cradle to Gate	Yes	
4		Di-ethyl Phthalate		Cradle to Gate	Yes	

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

S. No.	Name of Product / Service	Description of the risk / concern	Action Taken
1	Phthalic Anhydride - Cradle to gate	-	-
2	Malic Acid - Cradle to gate	-	-
3	Fumaric Acid - Cradle to gate	-	-
4	Di-ethyl Phthalate	-	-

Remarks: There are currently no significant social or environmental risks identified from the production or disposal of our products, based on internal assessments and available information. All relevant environmental, health, and safety parameters are detailed in the Safety Data Sheets (SDS), which are publicly available under the "Products" section of our website: <http://www.thirumalaichemicals.com/Products>. We remain committed to monitoring and mitigating any potential risks through regular review and compliance with applicable regulations.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

S. No.	Indicate input material	Recycled or re-used input material to total material	
		FY 2024-25	FY 2023-24
1	Plastic packaging	4.61%	16.72%

Remarks: Our products include chemicals such as Phthalic Anhydride, Malic Acid, and Fumaric Acid, where the use of recycled input materials in production is inherently limited. However, we are recycling plastic packaging materials through our Extended Producer Responsibility (EPR) compliance initiatives. We are also working towards improving the tracking mechanisms and gradually increasing the percentage of reused packaging materials in the coming years.

4. Of the products and packaging reclaimed at end of life of products, disclose the amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	6919	0	0	24419	0	0
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

S. No.	Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
1	Packaging Material	4.6% (plastic packaging bags reused; product not reclaimed)

Remarks: Not Applicable, since all our chemicals are used as consumables for the manufacturing of other products. There is no product reclamation at the end of product life.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1.a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	466	466	100.00%	466	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	43	43	100.00%	43	100.00%	43	100.00%	0	0.00%	0	0.00%
Total	509	509	100.00%	509	100.00%	43	100.00%	0	0.00%	0	0.00%
Other than permanent Employees											
Male	31	31	100.00%	31	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	2	2	100.00%	2	100.00%	0	0.00%	0	0.00%	0	0.00%
Total	33	33	100.00%	33	100.00%	0	0.00%	0	0.00%	0	0.00%

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	24	24	100.00%	24	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	24	24	100.00%	24	100.00%	0	0.00%	0	0.00%	0	0.00%
Other than permanent Workers											
Male	376	376	100.00%	376	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	34	34	100.00%	34	100.00%	0	0.00%	0	0.00%	0	0.00%
Total	410	410	100.00%	410	100.00%	0	0.00%	0	0.00%	0	0.00%

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Particulars	Current Financial Year	Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	0.45%	0.33%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees. (CY)	No. of workers covered as a % of total workers. (CY)	Deducted and deposited with the authority (Y/N/N.A.). (CY)	No. of employees covered as a % of total employees. (PY)	No. of workers covered as a % of total workers. (PY)	Deducted and deposited with the authority (Y/N/N.A.). (PY)
PF	100.00%	100.00%	Y	100.00%	100.00%	Y
Gratuity	100.00%	100.00%	Y	100.00%	100.00%	Y
ESI	100.00%	100.00%	Y	100.00%	100.00%	Y
Others – please specify	0.00%	0.00%	NA	0.00%	0.00%	NA

3. Are the premises / offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. –

Some of our premises and offices are currently not fully accessible to differently abled employees and workers. However, the organization remains committed to building an inclusive work environment and is taking steps to enhance accessibility in line with the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. –

Yes. The Company upholds a strong Equal Opportunity Policy that forms the foundation of our organizational values. We are committed to creating a workplace where all individuals are treated with dignity, respect, and fairness – irrespective of their background, identity, or abilities. This policy reflects our dedication to building a diverse and inclusive environment, where every employee has the opportunity to grow and contribute meaningfully. We believe that diversity strengthens our culture, drives innovation, and supports our collective success. Weblink: <https://thirumalaichemicals.com/wp-content/uploads/2023/05/EQUAL-EMPLOYMENT-OPPORTUNITY-POLICY.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100.00%	100.00%	NA	NA
Total	100.00%	100.00%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, permanent workers have access to the grievance mechanism via: Suggestion Boxes: These provide a confidential and anonymous method to raise concerns. Email and Phone: Workers can directly contact the HR department or relevant personnel.
Other than Permanent Workers	Yes, non-permanent workers have the same grievance redressal mechanism: Suggestion Boxes: Workers can use these boxes to raise anonymous concerns. Email and Phone: Contact with the HR department or designated grievance handlers is available.
Permanent Employees	Yes, permanent employees have access to a grievance redressal mechanism. Employees can raise grievances through: Wallet HR Portal and TCL Intranet Portal, where grievances can be submitted directly. Email and Phone: Employees can also contact the HR department or designated personnel responsible for grievance handling via email or phone. Hierarchical System: Grievances can be escalated from the designated Human Rights Officer to the Factory Manager, Site Head, and ultimately to the CEO & Managing Director, ensuring a comprehensive and transparent process.
Other than Permanent Employees	Yes, the same channels are available to non-permanent employees. They can access the Wallet HR platform, TCL intranet, use email/phone, or submit concerns anonymously via suggestion boxes. The grievance is addressed through the same structured process, ensuring equity and transparency.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	509	0	0.00%	509	0	0.00%
Male	466	0		461	0	0.00%
Female	43	0	0.00%	48	0	0.00%
Total Permanent Workers	24		0.00%	28		0.00%
Male	24	0	0.00%	28	0	0.00%
Female	0	0	0.00%	0	0	0.00%

8. Details of training given to employees and workers:

Category	Total (A)	FY 2024-25				Total (D)	FY 2023-24			
		On Health and safety measures		On Skill upgradation			On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	497	348	70.02%	438	88.13%	486	331	68.11%	414	85.19%
Female	45	31	69%	40	88.89%	50	33	66%	46	92%
Total	542	379	70%	478	88.19%	536	364	68%	460	85.82%
Workers										
Male	400	284	71%	316	79%	695	473	68.06%	522	75.11%
Female	34	25	73.54%	27	79.41%	67	43	64.18%	51	76.12%
Total	434	309	71.20%	343	79.03%	762	516	67.72%	573	75.20%

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	497	368	74.04%	486	341	70.16%
Female	45	26	58%	50	31	62%
Total	542	394	72.69%	536	372	69.40%
Workers						
Male	400	400	100%	695	695	100%
Female	34	34	100%	67	67	100%
Total	434	434	100%	762	762	100%

10.a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

–Yes. TCL places the utmost importance on the health, safety, and well-being of its employees. We have implemented a robust Occupational Health and Safety Management System, ensuring 100% coverage across all our operations. All employees, contract workers, and vendors visiting our facilities are covered under our safety protocols. We have stringent procedures in place to maintain a safe and incident-free workplace. Additionally, four of our sites are certified under ISO 45001, reflecting our strong commitment to globally recognized standards in occupational health and safety.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

–TCL adopts a comprehensive approach to identify and assess work-related hazards through the following key processes: Hazard Identification and Risk Assessment (HIRA): HIRA is a critical tool used across all our plants to proactively identify potential workplace hazards and evaluate associated risks. The HIRA Register is maintained department-wise, with hazard identification carried out by workers, supervisors, and engineers. These are reviewed by Section Heads and Department Heads, who assess severity and implement appropriate control measures. Job Safety Analysis (JSA): JSA is conducted for specific tasks by breaking them into sequential steps, identifying potential hazards, and training employees on preventive measures. It helps ensure that safety protocols are integrated into everyday tasks. Work Permit System: A structured Work Permit system is implemented, particularly for hazardous or non-routine maintenance activities. It ensures that such tasks are carried out safely with proper clearance and coordination between process and maintenance teams. Internal and External Safety Audits: Regular internal and third-party audits are conducted to assess routine and non-routine operational risks. These audits provide detailed insights and help in identifying even minute hazards. Observations are reviewed by top management for timely action and continuous improvement.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

–Yes, a digital Safety Portal is available for all employees to report work-related hazards, including Unsafe Acts (USA) and Unsafe Conditions (USC). Each employee is provided with a unique login ID to access the portal. Once reported, the concerns are flagged to the respective Section Heads and Department Heads, who initiate appropriate corrective actions. Closure of actions is also documented within the portal. Additionally, the portal facilitates sharing of safety observations, incident learnings, and case studies, helping build a strong safety culture.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

–Yes, employees and workers are provided access to non-occupational medical and healthcare services. Regular eye screenings and annual health check-ups are organized to monitor general health and lifestyle-related conditions. For other non-occupational ailments, employees are referred to the Thirumalai Mission Hospital, run under the charitable arm of Thirumalai Group. Counselling and follow-ups are also provided as part of the preventive healthcare initiatives.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00	0.00
	Workers	0.00	1.06
Total recordable work-related injuries	Employees	0	0
	Workers	0	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0
Number of Permanent Disabilities	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

–The company adopts a comprehensive approach to ensure a safe and healthy workplace. Regular training sessions, toolbox talks, and EHS (Environment, Health & Safety) awareness programs are conducted to educate employees on safe work practices. Practical learning is enhanced through models like the safety park. Environment Day and Safety Week are celebrated to reinforce a culture of safety and responsibility, while reward and recognition programs encourage adherence to safety standards. To monitor and manage risks, the company carries out cross-functional and electrical safety audits. Key safety systems such as Process Safety Management (PSM), Job Safety Analysis (JSA), and Hazard Identification and Risk Assessment (HIRA) are implemented for all operations. Hazard and Operability (HAZOP) studies are also conducted wherever applicable. Employee involvement is further encouraged through initiatives like tree plantation drives, promoting environmental responsibility alongside workplace safety.

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00%
Working Conditions	100.00%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions. –

There are no critical observations generated from Health Safety, working conditions assessments by the entity, authorities or third parties impacting operations.

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).-**

(A) Employees- Yes

(B) Workers- Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners. –

The Company has established safeguards and control mechanisms to verify that value chain partners have duly deducted and deposited statutory dues, wherever applicable.

3. Provide the number of employees or workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in EI-11 above), who have been or are being rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

-In select cases, TCL extends continued engagement opportunities to retired individuals by offering them roles as consultants, based on organizational requirements. This helps retain valuable experience while supporting a smooth transition post-retirement.

5. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	94.00%
Working Conditions	92.00%

Remarks: The above assessment is done internally and has been only extended to our Tier 1 suppliers.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

-No assessments were conducted in the financial year.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

-The entity identifies key stakeholder groups through a structured approach that considers any individual, group, or institution that significantly contributes to the value chain or is impacted by its operations. Thirumalai Chemicals has systematically mapped its internal and external stakeholders, including investors, employees, customers, suppliers, regulatory bodies, trade unions, and local communities. Engagement is maintained through formal and informal channels, ensuring timely feedback and ongoing dialogue to keep stakeholder interests and concerns updated and addressed.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication	Frequency of engagement	Purpose and scope of engagement
1	Investors / Shareholders	No	Email Communications, Company Website, Annual General Meetings, Stock Exchange Filings.	Need based	To ensure transparent, timely, and consistent communication on the Company's performance, strategic direction, and governance practices. The engagement aims to provide shareholders with updates on financial results, material developments, risk outlook, and long-term value creation initiatives. It also serves as a platform to understand investor expectations, address queries or grievances, and build trust through disclosures that align with statutory and voluntary reporting frameworks.
2	Customer	No	Customer service support, customer satisfaction survey, feedback channels	On a regular basis	To gather insights through customer feedback mechanisms in order to assess satisfaction levels, improve product and service quality, and strengthen long-term relationships. The engagement also focuses on promptly addressing customer queries, concerns, and service-related issues, thereby enhancing the overall customer experience and reinforcing the company's commitment to customer-centricity.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication	Frequency of engagement	Purpose and scope of engagement
3	Employees	No	Intranet Portal, Functional and cross-functional committees, Leader's talk, Regular Employee Communication Forums	On a regular basis	<ul style="list-style-type: none"> • Employee benefit • Equal opportunities • Recognition • Learning and development • Safety and well-being • Performance review and career development • Business update
4	Suppliers and Vendors	No	Supplier and Vendor meets, Face-to-face and electronic correspondence, Supplier Audits	Annually	The engagement focuses on resolving queries, assessing supplier performance through continuous feedback mechanisms.
5	Community	No	Community surveys and consultations, CSR initiatives, Volunteering activities, Community events	Monthly	To support inclusive community development through various outreach and CSR initiatives, and to provide effective channels for addressing community concerns and grievances, ensuring transparent and responsive engagement.
6	Regulatory And government bodies	No	Annual reports, Making representations whenever needed, Formal dialogues.	On a need basis	Engagement with relevant authorities for policy advocacy, including active participation in discussions and consultations on regulatory developments, and providing inputs for formulation or amendment of policies impacting our industry and operations.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

-Our stakeholder consultation process is anchored in our Stakeholder Engagement Policy, which sets forth structured guidelines for meaningful engagement. We emphasize maintaining open, transparent, and continuous channels of communication to ensure that all stakeholder voices are heard and valued. Critical economic, environmental, and social issues raised during these engagements are identified, prioritized, and communicated promptly through internal governance mechanisms. This systematic approach facilitates timely feedback, enables collaborative problem-solving, and ensures that concerns are addressed constructively. Through this engagement, we aim to co-create sustainable outcomes that align with stakeholder expectations and support the long-term goals of the organization.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes Stakeholder consultations play a key role in shaping environmental and social initiatives. Based on feedback from customers, TCL has initiated measures to reuse plastic packaging bags used for packaging of our products. This practice reduces plastic waste generation and promotes circular use of materials. These inputs have been integrated into TCL's operational practices, supporting the company's long-term sustainability goals related to resource efficiency, waste minimization, and responsible packaging.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

-We actively engage with vulnerable and marginalized stakeholder groups primarily through our Corporate Social Responsibility (CSR) initiatives. These engagements are structured to be inclusive, allowing for continuous dialogue, feedback, and participation from the concerned communities. Their inputs, suggestions, and concerns are considered during planning and implementation phases to ensure that interventions are relevant and impactful. This participatory approach helps us identify and address their specific needs, promoting social equity and sustainable development. During the reporting period, no specific concerns were raised by these groups.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	%(B / A)	Total (C)	No. of employees / workers covered (D)	%(D / C)
Employees						
Permanent	509	480	94.30%	509	509	100.00%
Other than permanent	33	30	90.91%	27	25	92.59%
Total Employees	542	510	94.10%	536	534	99.63%
Workers						
Permanent	24	24	100.00%	28	28	100.00%
Other than permanent	410	410	100.00%	734	734	100.00%
Total Workers	434	434	100.00%	762	762	100.00%

2. Details of minimum wages paid to employees, in the following format:

Category	Total (A)	FY 2024-25				Total(D)	FY 2023-24			
		Equal to Minimum Wage		More than Minimum Wage			Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	%(C / A)		No.(E)	% (E / D)	No.(F)	% (F / D)
Employees										
Permanent	509	45	8.84%	464	91.16%	509	56	11.00%	453	89.00%
Male	466	44	9.44%	422	90.56%	461	51	11.06%	410	88.94%
Female	43	1	2.33%	42	97.67%	48	5	10.42%	43	89.58%
Other than Permanent	33	0	0.00%	33	100.00%	27	0	0.00%	27	100.00%
Male	31	0	0.00%	31	100.00%	25	0	0.00%	25	100.00%
Female	2	0	0.00%	2	100.00%	2	0	0.00%	2	100.00%
Workers										
Permanent	24	0	0.00%	24	100.00%	28	0	0.00%	28	100.00%
Male	24	0	0.00%	24	100.00%	28	0	0.00%	28	100.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	410	410	100.00%	0	0.00%	734	734	100.00%	0	0.00%
Male	376	376	100.00%	0	0.00%	667	667	100.00%	0	0.00%
Female	34	34	100.00%	0	0.00%	67	67	100.00%	0	0.00%

3. a. Details of remuneration/salary/wages, in the following format: Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	1	3,32,94,222	1	2,21,42,000
Key Managerial Personnel	4	1,51,32,604	0	0
Employees other than BoD and KMP	466	49,068	43	57,267
Workers	24	40,895	0	0

b. Provide information on Gross wages paid to females by the entity, in the following format:

Particulars	Current Financial Year	Previous Financial Year
Gross wages paid to females as % of total wages	11.5%	12.4%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) –

Yes, the responsibility for addressing human rights impacts or issues lies with the Head of Human Resources, who serves as the designated focal point. The Head of HR is tasked with ensuring that the company's operations and policies are aligned with recognized human rights principles. Any related grievances or concerns raised by employees or other stakeholders are reviewed and addressed through established mechanisms, under the supervision of HR. This structured approach ensures accountability and reinforces the company's commitment to upholding human rights across its operations.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues. –

Employees and workers at the organization have access to multiple well-defined channels for communicating grievances, ensuring that concerns are addressed promptly and effectively: Email and Phone Communication: Employees can directly reach out to the Human Resources department or designated grievance redressal personnel via official email or phone calls for confidential resolution. HRMS Portal: The organization has integrated grievance redressal features within its HRMS (Human Resource Management System) portal, allowing employees to log and track grievances digitally, ensuring transparency, documentation, and timely action. Suggestion Boxes: These are placed at strategic locations within the premises, enabling employees to anonymously submit concerns, suggestions, or grievances without the need to disclose their identity. Hierarchical Grievance Escalation System: A structured escalation matrix is in place, where employees can report issues through a defined hierarchy—starting with the designated Human Rights Officer, followed by the Factory Manager, Site Head, and ultimately reaching the CEO & Managing Director, depending on the nature and severity of the grievance.

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	Nil	0	0	Nil
Discrimination at workplace	0	0	Nil	0	0	Nil
Child Labour	0	0	Nil	0	0	Nil
Forced Labour/Involuntary Labour	0	0	Nil	0	0	Nil
Wages	0	0	Nil	0	0	Nil
Other human rights related issues	0	0	Nil	0	0	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	Current Financial Year	Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0.00%	0.00%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. -

TCL is dedicated to maintaining a safe and productive work environment, free from any form of discrimination or harassment. To ensure timely and impartial resolution of complaints, a trained Internal Complaints Committee has been established. TCL also follows a well-defined and comprehensive POSH (Prevention of Sexual Harassment) Policy to address and manage issues related to workplace discrimination and harassment. In addition, a Stakeholder Grievance Redressal Policy is in place to facilitate resolution of grievances raised by any stakeholder.

Web link: <https://thirumalaichemicals.com/wp-content/uploads/2023/05/POSH-POLICY.pdf>

Web link: <https://thirumalaichemicals.com/wp-content/uploads/2023/05/STAKEHOLDER-GRIEVANCE-REDRESSAL-POLICY.pdf>

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No) –

Yes. TCL incorporates human rights considerations through a well-established framework, reflected in its Code of Conduct, Employment and Hiring Policies, and Supplier Code of Conduct. Additionally, the Company has implemented a dedicated Business and Human Rights Policy that outlines the procedures and actions to be taken in response to any human rights violations.

Web link: <https://thirumalaichemicals.com/wp-content/uploads/2023/05/BUSINESS-AND-HUMAN-RIGHTS-POLICY.pdf>

10. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00%
Forced/involuntary labour	100.00%
Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No risk/concern were identified and there is no necessity for corrective action.

Leadership Indicators**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints. –**

As there were no human rights-related grievances or complaints reported during the period, no changes to the existing processes were required.

2. Details of the scope and coverage of any human rights due-diligence conducted. –

No due diligence has been conducted.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

- No

Remarks: The premises are currently not accessible to disabled visitors. However, we are committed to working on improvements to make it accessible in the future.

4. Details on assessment of value chain partners

Category	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	0.00%
Discrimination at workplace	0.00%
Child labour	0.00%
Forced/involuntary labour	0.00%
Wages	0.00%
Others – please specify	0.00%

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at LI-4 above.

- None.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators****1. Details of total energy consumption in GigaJoules (GJ), in the following format:**

Particulars	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	16375.03	17223
Total fuel consumption (B)	0.00	0.00
Energy consumption through other sources (C) (Waste heat recovery)	166247.00	167932.00
Total energy consumed from renewable sources (A+B+C)	182622.03	185155
From non-renewable sources		
Total electricity consumption (D)	10864	15334
Total fuel consumption (E)	284956	292710
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	295820	308044.00
Total energy consumed (A+B+C+D+E+F)	478442	493199
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	22.23 GJ / Million	24.36 GJ / Million
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	508.71 GJ / Million	557.29 GJ / Million
Energy intensity in terms of physical output	2.63 GJ / MT	3.23 GJ / MT
Energy intensity (optional) – the relevant metric may be selected by the entity	2.63 / MT of Total Production Output	3.23 / MT of Total Production Output

Remarks: Our renewable energy consumption includes power generated from our owned windmill and solar installations. While the windmill generation is not directly consumed onsite, it is supplied to the grid, thereby contributing to a greener grid. Solar energy generated onsite is directly utilized, supporting our renewable energy targets and reducing our overall carbon footprint.

1. Indicate if any independent assessment/evaluation/assurance for energy has been conducted by an external agency. If Yes, provide the name of the agency:

No assessment by external agency has been conducted in the current reporting year.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?

(Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. –

Not applicable, as none of the Company's sites or facilities have been classified as Designated Consumers (DCs) under the Government of India's Perform, Achieve and Trade (PAT) Scheme.

3. Provide details of the following disclosures related to water, in the following format:

Particulars	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	781030	755727
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	781030	755727
Total volume of water consumption (in kilolitres)	772218	747749
Water intensity per rupee of turnover (Water consumed / turnover)	35.88 KL / Million	36.93 KL / Million
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	821.07 KL / Million	844.91 KL / Million
Water intensity in terms of physical output	4.24 KL / MT	4.89 KL / MT
Water intensity (optional) – the relevant metric may be selected by the entity. KL / MT of Total Production Output	4.24	4.89

Remarks: Water discharge only pertains to our Dahej plant. Ranipet plant has zero liquid discharge plant.

3. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment by external agency has been conducted in the current reporting year.

4. Provide the following details related to water discharged: Water discharge by destination and level of treatment (in kilolitres)

Particulars	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
(ii) To Groundwater	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
(iii) To Seawater	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	0.00	0.00
(iv) Sent to third-parties	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment	8812	7978
(v) Others	-	-
- No treatment	0.00	0.00
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	8812	7978

Remarks: Water discharge only pertains to our Dahej plant. Ranipet plant has zero liquid discharge plant.

4. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment by external agency has been conducted in the current reporting year.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. –

Yes, Out of the two manufacturing facilities operated by the Company, the Ranipet unit has been a 100% Zero Liquid Discharge (ZLD) facility. The ZLD system ensures that all wastewater is treated, recycled, and reused within the plant, with no liquid effluent discharged externally. The adequacy of the ZLD system at this facility was independently audited and certified by IIT Madras in 2021. This reflects the Company's commitment to responsible water management and environmental sustainability.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	Current Financial Year	Previous Financial Year
NOx	µg/m ³	220	56
SOx	µg/m ³	20	145
Particulate matter (PM)	µg/m ³	5.4	32
Persistent organic pollutants (POP)	NA	0	0
Volatile organic compounds (VOC)	µg/m ³	5	12
Hazardous air pollutants (HAP)	NA	0	0
Others – please specify in the remark section	µg/m ³	50	14

6. Indicate if any independent assessment/evaluation/assurance for Air emissions has been conducted by an external agency. If Yes, provide the name of the agency:

Y. TNPCB – Tamil Nadu Pollution Control board.

Remarks: Yes. Independent assessment of air emissions has been conducted by external agencies as part of regulatory compliance and environmental monitoring. In addition to Online Continuous Emission Monitoring Systems (OCEMS) installed on all stacks, monthly air emission samples are collected and analyzed by third-party agencies. These assessments are carried out by Tamil Nadu Pollution Control Board (TNPCB)–authorized laboratories and MoEF&CC-recognized third-party environmental consultants, ensuring adherence to statutory norms and credible verification of emission levels.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2) in MTCO₂e, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	TCO ₂ e	98464	101475
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	TCO ₂ e	2160.73	3050
Total Scope 1 and Scope 2 emission intensity per rupee of turnover	TCO ₂ e / rupee of turnover	4.68 TCO ₂ e / Million	5.16 TCO ₂ e / Million
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	TCO ₂ e / rupee of turnover	106.95 TCO ₂ e / Million	118.11 TCO ₂ e / Million
Total Scope 1 and Scope 2 emission intensity in terms of physical output	TCO ₂ e / rupee of turnover	0.55 TCO ₂ e / MT	0.68 TCO ₂ e / MT
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	TCO ₂ e / MT of Total Production Output	0.55	0.68

7. Indicate if any independent assessment/evaluation/assurance for GHG Emissions (Scope 1 and 2) has been conducted by an external agency. If Yes, provide the name of the agency:

No assessment by external agency has been conducted in the current reporting year.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details. –

As part of its commitment to sustainability and reducing greenhouse gas (GHG) emissions, the Company has identified and implemented key initiatives. In November 2024, it transitioned from Furnace Oil (FO) to Piped Natural Gas (PNG) for its thermic fluid heaters, a move expected to reduce emissions from these operations by approximately 10%. The Company is also exploring the integration of renewable energy sources to further reduce its carbon footprint in the coming years.

9 Provide details related to waste management by the entity for the Current Financial Year:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.00	0.00
E-waste(B)	4.85	2.04
Bio-medical waste (C)	0.10	0.10
Construction and demolition waste (D)	0.00	0.00
Battery waste (E)	0.00	0.00
Radioactive waste (F)	0.00	0.00
Other Hazardous waste.Please specify, if any. (G)	6258.74	5662.00
Other Non-hazardous waste generated (H). Please specify, if any.(Break-up by composition i.e. by materials relevant to the sector)	97.80	231.00
Total (A + B + C + D + E + F + G + H)	6361.49	5895.14
Waste intensity per rupee of turnover (Total Waste Generated / Revenue from operations)	0.295 MT / Million	0.291 MT / Million
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste Generated / Revenue from operations adjusted for PPP)	6.76 MT / Million	6.66 MT / Million
Waste intensity in terms of physical output MT/ MT of production	0.034 MT / MT of Total Production Output	0.038 MT / MT of Total Production Output
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste - Plastic		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Plastic Waste Recycled, Re-used and other recovery operations	0	0
Category of waste - E-Waste		
(i) Recycled	4.85	2.04
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total E-Waste Recycled, Re-used and other recovery operations	4.85	2.04
Category of waste - Bio-medical waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Bio-medical Waste Recycled, Re-used and other recovery operations	0	0

Parameter	FY 2024-25	FY 2023-24
Category of waste - Construction and demolition waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Construction Waste Recycled, Re-used and other recovery operations	0	0
Category of waste - Battery waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Battery Waste Recycled, Re-used and other recovery operations	0	0
Category of waste - Radioactive waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Radioactive Waste Recycled, Re-used and other recovery operations	0	0
Category of waste - Other Hazardous waste		
(i) Recycled	8.64	12.40
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Other Hazardous Waste Recycled, Re-used and other recovery operations	8.64	12.4
Category of waste - Other Non-Hazardous waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total Other Non-hazardous Waste Recycled, Re-used and other recovery operations	0	0
Total	13.49	14.44
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste - Plastic		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Plastic Waste Incineration, Landfilling and other disposal operations	0	0
Category of waste - E-Waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total E-waste Waste Incineration, Landfilling and other disposal operations	0	0
Category of waste - Bio-medical Waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0.10	0.10

Parameter	FY 2024-25	FY 2023-24
Total Bio-medical Waste Incineration, Landfilling and other disposal operations	0.1	0.1
Category of waste - Construction and demolition waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Construction Waste Incineration, Landfilling and other disposal operations	0	0
Category of waste - Battery		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Battery Waste Incineration, Landfilling and Other disposal operations	0	0
Category of waste - Radioactive		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total Radioactive Waste Incineration, Landfilling and Other disposal operations	0	0
Category of waste - Other Hazardous waste. Please specify, if any		
(i) Incineration	0	0
(ii) Landfilling	23.72	32.50
(iii) Other disposal operations	5105.40	4847.30
Total Other Hazardous Waste Incineration, Landfilling and Other disposal operations	5129.12	4879.8
Category of waste - Other Non-hazardous waste generated		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	97.80	231.00
Total Other Non-hazardous Waste Incineration, Landfilling and Other disposal operations	97.8	231
Total	5227.02	5110.9

9. Indicate if any independent assessment/evaluation/assurance for Waste has been conducted by an external agency. If Yes, provide the name of the agency: - N.

No assessment by external agency has been conducted in the current reporting year.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes. –

Thirumalai Chemicals Limited has implemented a comprehensive and responsible waste management strategy, aimed at minimizing environmental impact, promoting circularity, and ensuring regulatory compliance:

1. The Ranipet manufacturing unit has been operating as a Zero Liquid Discharge (ZLD) facility since 2006, with all wastewater treated and fully recycled back into operations.
2. Hazardous waste generated from manufacturing processes is managed as per the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, with appropriate storage and authorized disposal methods.
3. The scrubber solution from the Phthalic Anhydride (PA) plant is effectively utilized as a raw material in the production of Fumaric Acid, turning waste into value through a successful "Wealth from Waste" approach.
4. Air emissions from scrubbers and thermic fluid heaters are monitored continuously through OCEMS (Online Continuous Emission Monitoring Systems), integrated with TNPCB and CPCB networks for real-time regulatory compliance.
5. E-waste generated is responsibly collected and disposed of through TNPCB-authorized recyclers on a regular basis. TCL is also actively exploring strategies to further reduce waste generation and assess the potential for recycling or repurposing additional waste streams, aligning with our long-term sustainability goals.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	No Operations in these areas. All operations in SIPCOT and GIDC complexes earmarked for industry with valid EIA and EC's		

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

S. No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	Not applicable and all manufacturing facilities are located at Industrial estate areas.					

Remarks: Not applicable and all manufacturing facilities are located at Industrial estate areas.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	-	-	-	-

Remarks: Yes, we are fully compliant with the applicable environmental law/ regulations and guidelines in India.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

(i) Name of the area

Not Applicable.

(ii) Nature of operations

Not Applicable.

(iii). Water withdrawal, consumption and discharge in areas of water stress (in kilolitres) for the current year: Water withdrawal, and discharge in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal(in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity. KL / MT of Total Production Output		
(i) Into Surface water	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		

1. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - N.

Remarks: No independent assessment/ evaluation/assurance has been carried out by an external agency.

2. Please provide details of total Scope 3 emissions (MTCO2E) & its intensity, in the following format:

Parameter	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	47175.15
Total Scope 3 emissions per rupee of turnover	2.19 TCO ₂ e / Million
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	0.26 TCO ₂ e / MT

2. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - N.

Remarks: No independent assessment/ evaluation/assurance has been carried out by an external agency.

3. With respect to the ecologically sensitive areas reported at EI-11 above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities. –

No ecologically sensitive areas around the unit

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Fuel Switch from Furnace Oil to Piped Natural Gas (PNG)	The project involves the replacement of Furnace Oil (FO) with Piped Natural Gas (PNG) in the thermic fluid heater system at our manufacturing facility. This initiative aims to significantly reduce GHG emissions by switching to a lower carbon-intensive fuel. The use of PNG enhances combustion efficiency, reduces operational maintenance, and contributes to a cleaner production environment by lowering emissions of carbon dioxide, sulphur oxides, and particulate matter.	Estimated reduction of approximately 11,764 tCO ₂ e/year in GHG emissions. Decreased operational maintenance, improved efficiency, and lower local pollutants (SO _x , SPM).
2	ZLD System for Wastewater Recycling	Zero Liquid Discharge system continues to operate for treating and recycling process effluent.	1,39,353 KL of water recycled during FY2024–25, reducing freshwater withdrawal and enhancing resource efficiency.
3	Recycling of Plastic Packaging under EPR Compliance	Disposed of PP and HDPE product packaging bags through authorized recyclers as part of Extended Producer Responsibility (EPR) compliance.	610 tons of plastic packaging material recycled through certified recyclers in FY2024–25, ensuring circular usage.
4	Rainwater Harvesting and Reuse	Rainwater collected from rooftops catchment areas was stored and reused within the plant for non-potable purposes.	13076 KL of rainwater harvested and reused in FY2024–25, contributing to water conservation efforts.

5. Does the entity have a business continuity and disaster management plan? If yes, please give details in 100 words or input web link.

- Yes, Details: the organization maintains a Business Continuity and Disaster Management Plan to ensure swift response and minimal disruption during emergencies. The plan, led by the Safety Department Head, aligns with ISO 14001:2015 and ISO 45001 Clause 8.2. It covers emergencies like major fires, chemical leaks, structural failures, and natural disasters across all operational locations including the factory at SIPCOT, Ranipet, and terminals in Walaja Road and Royapuram. Emergency scenarios are identified, risk-assessed, and regularly tested through mock drills. Plans are reviewed annually and updated based on drill learnings and actual incident experiences to drive continuous improvement.

<https://thirumalaichemicals.com/wp-content/uploads/2023/05/BUSINESS-CONTINUITY-POLICY.pdf>

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

- None.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. –

Environmental parameters are integrated into our vendor and supplier assessment checklists, enabling preliminary evaluation of value chain partners for environmental risks. While these tools are in place, a quantified analysis of partners assessed (by value of business) has not yet been conducted. The organization acknowledges this gap and plans to systematically analyze and report the percentage of value chain partners assessed for environmental impacts in future cycles, as part of its evolving sustainability and supply chain management practices.

8. How many Green Credits have been generated or procured?

a. Generated by the listed entity - 0

b. Procured by the top ten (in terms of value of purchases and sales, respectively) value chain partners - 0

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
Essential Indicators
1.a. Number of affiliations with trade and industry chambers/ associations. - 5
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/ National/International)
1	Confederation of Indian Industry	National
2	Indian Chemical Council	National
3	Chemical Industries Association	National
4	Indo American Chamber of Commerce	India, USA
5	Chemicals & Petrochemicals Manufacturers Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

S. No.	Name of authority	Brief of the case	Corrective action taken
1	-	-	-

Remarks: No cases were filed by any stakeholder against TCL regarding unfair trade practices, irresponsible advertising, and anticompetitive behavior during the financial year.

Leadership Indicators
1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board	Web Link, if available
1	Administrative participation by company personnel in Chem Skill Development Centre (CSDC)-Established for training Chemical Engineering graduates	Through Industry associations covering ~300 graduates every year including industrial training	Yes	No board review	-
2	Promotion of sustainable chemical manufacturing	Engagement through industry associations such as CII and ICC	No	No board review	-
3	Advocacy for renewable energy, water reuse, and carbon emission reduction policies	Policy dialogue support through sectoral roundtables and sustainability platforms	No	No board review	-

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development
Essential Indicators
1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

S. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	NA	NA	NA	-	-	-

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the Financial Year (In ₹)
1	Not Applicable	-	-	-	-	-

3. Describe the mechanisms to receive and redress grievances of the community. –

A manual grievance recording system is available at the main entrance gate of each facility, enabling local community members to submit their concerns directly and accessibly.

4. Input material sourced from suppliers (by value):

Category	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/ small producers	4.78%	66%
Sourced directly from within India	95.22%	89.50%

5. Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost. (Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Location	Current Financial Year	Previous Financial Year
Rural	2.59%	0%
Semi-urban	8.43%	8.48%
Urban	43.4%	46.9%
Metropolitan	10.3%	9.7%

Leadership Indicators**1. If any Social Impact Assessments have been reported in EI-1, please provide details of actions taken to mitigate any negative social impacts identified:**

S. No.	Details of negative social impact identified	Corrective action taken
1	Not applicable	-

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In ₹)
1	Not applicable	-	

3.a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) –

No. The Company's supplier selection process is based on objective criteria such as market reputation, references from existing business associates, and an internal assessment of the supplier's technical capabilities and reliability. While there is no formal preferential procurement policy currently in place for marginalized or vulnerable groups, all suppliers are evaluated fairly and equally based on merit and capability.

b. From which marginalized /vulnerable groups do you procure? - Not applicable**c. What percentage of total procurement (by value) does it constitute? -****4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1	Nil	-	-	-

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved.

S. No.	Name of authority	Brief of the Case	Corrective action taken
1	None	-	-

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	THIRUMALAI CHARITY TRUST (DONATION)	52453	90%
2	BHUVANA FOUNDATION	250	100%
3	HINDU MISSION HOSPITAL	736	100%
4	SOUTH CENTRAL INDIA NETWORK FOR DEVELOPMENT ALTERNATIVES	150	100%
5	VEDHA BHAVAN TRUST, RANIPET	73	100%
6	FREEDOM TRUST, CHENNAI	80	100%
7	AKHIL DIKSHA FOUNDATION	54	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback. –

Upon receipt of a customer complaint, it is immediately forwarded to the concerned plant or department for detailed investigation. A root cause analysis is conducted to identify the issue, following which appropriate corrective and preventive actions are implemented. Once resolved, the Company communicates the outcome and actions taken directly to the customer, ensuring transparency and timely closure.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00%
Safe and responsible usage	100.00%
Recycling and/or safe disposal	100.00%

3. Number of consumer complaints in respect of the following:

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	20	0	None	15	0	None

Remarks: Quality issues were addressed and closed.

4. Details of instances of product recalls on account of safety issues:

Category	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls	0	0

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. –

Yes. Thirumalai Chemicals Limited has implemented a comprehensive Cyber Security Policy aimed at protecting sensitive data, IT systems, and networks from potential cyber threats. The policy outlines clear guidelines and procedures to ensure the confidentiality, integrity, and availability of the Company's information assets. By prioritizing cybersecurity, TCL aims to safeguard its operations and stakeholder interests against data breaches and cyber-attacks, thereby maintaining operational integrity and stakeholder trust.

6. Provide details of any corrective actions taken or underway on issues relating to any of the following:**i. Advertising;****ii. Delivery of essential services;****iii. Cyber security and data privacy of customers;****iv. Re-occurrence of instances of product recalls****v. penalty / action taken by regulatory authorities on safety of products /services. –**

There have been no reported instances relating to advertising, delivery of essential services, cyber security, or data privacy of customers during the reporting period. As such, no corrective actions were required in these areas. Additionally, there were no occurrences of product recalls or penalties/actions imposed by regulatory authorities concerning the safety of the Company's products or services.

7. Provide the following information relating to data breaches:**a. Number of instances of data breaches - Nil****b. Percentage of data breaches involving personally identifiable information of customers –**

TCL maintains a robust IT infrastructure that enables accurate tracking and documentation of any potential data breach incidents. No data breaches were reported during the reporting period, reflecting the effectiveness of the Company's cybersecurity measures.

c. Impact, if any, of the data breaches - None**Leadership Indicators****1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available). –**

TCL's services and information can be accessed through the website www.thirumalaichemicals.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. –

Customers are provided with detailed product and process handling annexures to ensure safe and responsible usage. These documents include essential guidelines on storage, handling, and application, enabling customers to use the products in a manner that prioritizes safety, compliance, and operational efficiency.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services –

In the event of potential product unavailability or disruption, customers are promptly informed through established communication channels. This ensures transparency and enables them to plan accordingly, minimizing any operational impact on their end.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) –

Yes, In addition to statutory requirements, TCL displays comprehensive product information including Product Name, Batch Number, CAS Number, Date of Production, Expiry Date, Supplier Details, Net and Gross Weight, Labelling Instructions, Hazard Statements, and Precautionary Statements. This ensures enhanced transparency, traceability, and safe handling for the end user. No, TCL has not conducted any formal customer satisfaction survey during the reporting period related to its major products, services, or operational locations.

Corporate Governance Report

[as required under schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The policies and practices of your Company have always been ethical, compliant with laws and regulations and sustainable. We believe that it is possible to follow all those policies and also be competitive. Your Company also recognises the importance of these for growth and presence in various geographies, interacting with stakeholders from different countries.

We as a team have a responsibility to be fair and transparent in our interactions with employees, customers, suppliers, partners, shareholders and with the communities we live and operate in.

Compliance with progressive social norms and with regulatory requirements is the necessary cost for doing business and essential for our sustainability. These are our values and we constantly work with our employees so that the individuals and teams in the company internalize them and work within this framework.

This has given us a good reputation as an employer, business partner and a member of the community. The Board of the company and the Management team remain committed to this culture of integrity and transparency in the conduct of our business.

BOARD OF DIRECTORS

Your Company's Board of Directors ("Board") decides the policies and strategy of the Company and has the overall

superintendence and control over the management of the Company. The Board and its committees review implementation of these, and assist the executive management team as needed. They also ensure that good governance and risk management policies and practices, and efficient business processes are implemented rigorously. In the course of discharging their duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. The Board is ever conscious of its responsibility as a Trustee of the shareholder's interests.

a) Board Composition as of March 31, 2025:

- 1) The Board of Directors of your Company comprises of a Chairman & Managing Director, another Managing Director and seven Non-Executive Directors.
- 2) All Directors other than Mr. R. Sampath, Mrs. Ramya Bharathram, Mr. R. Parthasarathy and Mr. P. Mohana Chandran Nair are Independent Directors. Mr. R. Sampath is the brother of Mr. R. Parthasarathy (CMD) and the father of Mrs. Ramya Bharathram (MD).

b) Matrix setting out skills of Board of Directors:

The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board are summarized below. The lack of a mark does not mean the director does not possess that qualification or skill; rather a mark indicates a specific area of focus or expertise on which the Board relies most heavily.

*Name of Board Members	Core Skill/ expertise identified by the Board as required for the Company.																	
	Years of Experience	Technical skills – Chemical Industry	Business operations and Mgmt.	Quality & Performance Mgmt.	Reach & Development	Project Mgmt.	Risk Management	Strategic Planning	Board & Governance	Global business	Sales and marketing	Finance, Accounting, Audit	Corporate Laws and Compliances	Mergers & acquisitions	Safety Mgmt	Stakeholder Engagement	Continuous learning	Government & Gov Relations
	Skill/ expertise/ competencies possessed by the Directors of the Company.																	
¹ MR. R. PARTHASARATHY	45+	√	√	√	√	√	√	√	√	√					√		√	√
MR. R. SAMPATH	50+	√	√	√	√	√	√	√	√	√					√		√	√
² MR. R. RAVISHANKAR	45+		√				√	√	√	√	√	√	√	√		√	√	√
¹ MR. RAJ KATARIA	25+		√					√	√	√		√	√	√		√	√	√
¹ MR. DHARUV MOONDHRA	20+		√			√	√	√	√	√	√						√	√
MR. ARUN RAMANATHAN	45+		√			√	√	√	√	√	√	√	√			√	√	√
³ MRS. RAMYA BHARATHRAM	25+		√			√	√	√	√	√	√	√	√	√			√	√
MR. P. MOHANA CHANDRAN NAIR	35+	√	√	√	√	√	√	√	√	√	√				√		√	√
MR. RAJEEV PANDIA	45+	√	√	√	√	√	√	√	√	√	√				√		√	√
MRS. BHAMA KRISHNAMURTHY	40+		√			√	√	√	√	√		√	√	√		√	√	√
MR. ARUN ALAGAPPAN	25+		√					√	√	√	√	√	√	√		√	√	√
⁴ MR. M. SOMASUNDARAM	35+		√				√	√	√			√	√	√		√	√	√

¹Chairman & Managing Director²Retired from the Board of Directors w.e.f. 5th August, 2024³Managing Director⁴Appointed with effect from 24.07.2024

*As per the provisions of Companies Act, 2013 the Independent Directors of the Company have registered themselves on Independent Director database and have been exempted from the proficiency self-assessment test conducted by the Indian institute of Corporate Affairs.

c) Confirmation from the Board of Directors as per Schedule V Part C (2) (i):

Pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) read with Schedule V Part C (2) (i) the Board of Directors of the Company hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified under Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are independent of the management.

d) Certificate from the Practicing Company Secretary as per Schedule V Part C (10) (i):

A certificate from a Company Secretary in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained by the Company.

e) Board Meetings:

The Board meets regularly at quarterly intervals and holds additional meetings as and when appropriate and needed. Five meetings of the Board of Directors were held during FY 2024–25 on May 15, 2024, July 24, 2024, October 29, 2024, November 27, 2024, and January 28, 2025. All operational and statutorily required information was placed before and significant events reported to the Board.

The Company Secretary, in consultation with the Managing Director, drafted the agenda of the meeting(s). Agenda papers along with relevant details were circulated to all Directors, well in advance of the date of each Board meeting.

Minutes of the Board meetings were prepared by the Company Secretary with details of decisions reached, any concerns raised and dissenting views expressed. The draft minutes were sent to all Directors within a reasonable time after each meeting for their comments before being formally signed by the Chairman of the meeting. Copies of the final version of the minutes of the Board meetings were sent to the Directors for information and record.

f) Directors Attendance Record and Directorships held:

The details of attendance of each Director at the Five Board meetings held during the financial year 2024-2025, at the last AGM and other particulars of Directorships are given below:-

Name of the Director	Attendance at		No. of Directorships in Other Companies	Name of the other Companies in which Directorship is held	Category	Board Sub-Committees (Audit Committee and Stakeholders Relationship Committee)	
	BODM	Last AGM				Member-ship	Chairman-ship
Mr. R. Parthasarathy ¹	4	Yes	2	Listed:		-	-
				-	-		
				Others:			
				1. Jasmine Limited	Non-Executive		
				2. N. R. Swamy Investments Private Limited	Non-Executive		
Mr. Raj Kataria ²	2	Yes	3	Listed:		2	-
				1. KEMP and company limited	Independent		
				2. EIH Limited	Independent		
				Others:			
				1. Arpwood Capital Private Limited	Executive		
Mr. R. Ravi Shankar ²	2	Yes	1	Listed:		-	-
				1. Ultramarine & Pigments Limited	Independent		
				Others:			
				1. Acsys Investments Private Limited	Non – Executive		
Mr. Dhruv Moondhra ²	1	Yes	6	Listed:		1	-
				1. TTK Prestige Limited	Independent		
				Others:			
				1. Ice Steel 1 Private Limited	Executive		
				2. Steel Mart India Private Limited	Executive		
				3. Steel Endeavours Private Limited	Executive		
				4. A.T.E. Enterprises Private Limited.	Executive		
				5. A.T.E. Private Limited	Executive		

Name of the Director	Attendance at		No. of Directorships in Other Companies	Name of the other Companies in which Directorship is held	Category	Board Sub-Committees (Audit Committee and Stakeholders Relationship Committee)	
	BODM	Last AGM				Member-ship	Chairman-ship
Mr. R. Sampath	4	Yes	3	Listed:		2	-
				1. Ultramarine & Pigments Limited	Non-Executive		
				Others:			
				1. Ultramarine Specialty Chemicals Limited	Non-Executive		
Mrs.Ramya Bharathram ³	5	Yes	2	2. Ultramarine Fine Chemicals Limited	Non-Executive	-	-
				Listed:			
				-	-		
				Others:			
				1. Jasmine Limited	Non-Executive		
				2. N. R. Swamy Investments Private Limited	Non-Executive		
Mr. P. Mohana Chandran Nair	5	Yes	1	3. Indian Chemical Council	Non-Executive	1	-
				Listed:			
				-	-		
				Others:			
Mr. Arun Ramanathan	5	Nil	Nil	TCL Intermediates Private Limited	Executive	1	1
				Listed:			
				-			
				Others:			
Mr. Rajeev Pandia	5	Yes	3	-	-	5	3
				Listed:			
				1. The Supreme Industries Limited	Independent		
				2. Supreme Petrochem Limited	Independent		
				3. Transpek Industry Limited	Independent		
Mrs. Bhama Krishnamurthy	5	Yes	5	-	-	8	0
				Listed:			
				1. Just Dial Limited	Independent		
				2. Cholamandalam Investment and Finance Company Limited	Independent		
				3. Five Star Business Finance Limited	Independent		
				4. Muthoot Microfin Limited	Independent		
				Others:			
Mr. Arun Alagappan	4	Yes	6	1. Reliance Corporate IT Park Limited	Non-Executive	1	0
				Listed:			
				1. Coromandel International Limited	Executive		
				2. Lakshmi Machine Works Limited	Independent		
				Others:	Non-Executive		
				1. Southern India Chamber of Commerce & Industry	Non-Executive		
				2. Dare Ventures Limited	Non-Executive		
Mr. M. Somasundaram ⁴	3	Yes	1	3. TCL Intermediates Private Limited	Non-Executive	NA	NA

¹ Chairman & Managing Director² Retired from the Board of Directors w.e.f. 5th August, 2024³ Managing Director⁴ Appointed w.e.f 24th July, 2024

g) Remuneration of Directors:

The remuneration paid to the Managing Directors is within the ceilings as per the resolutions approved by the shareholders and prescribed under the Schedule V to the Companies Act, 2013.

Details of remuneration paid to the Managing Directors during the year ended March 31, 2025 are:

Name	Position	Salary	Commission	Contribution to P.F. and other Fund	Perquisites & others (excluding actuarial valuation)	TOTAL
		₹	₹	₹	₹	
Mr. R. Parthasarathy	Managing Director	3,06,00,000	Nil	25,98,000	96,222	3,32,94,222
Mrs. Ramya Bharathram	Managing Director	1,32,00,000	80,00,000	9,42,000	NIL	2,21,42,000

Sitting fees payable to the Non-Executive Directors for attending the Board and eligible Committee meetings. The Non-Executive Directors are also paid commission on an annual basis, in such proportion as decided by the Board, and the total commission payable to such Directors did not exceed 1% of the net profits of the Company.

The sitting fees and commission paid to the Non-Executive Directors are as under:

Sitting fees and commission paid to the Non-Executive Directors

Name of the Director	Sitting fees paid (₹)	Commission paid for 2023-24 (₹)	Commission payable for 2024-25 (₹)
Mr. Raj Kataria	4,65,000.00	5,15,158.60	4,51,907.00
Mr. R. Ravishankar	5,25,000.00	7,78,218.30	6,27,232.00
Mr. Dhruv Moondhra	3,60,000.00	5,15,158.60	3,64,245.00
Mr. Arun Ramanathan	9,90,000.00	5,67,770.50	11,67,640.00
Mr. R.Sampath	10,50,000.00	7,25,606.30	13,42,965.00
Mr. Rajeev Pandia	14,10,000.00	7,78,218.30	15,18,290.00
Mrs. Bhama Krishnamurthy	9,90,000.00	4,62,546.60	12,55,303.00
Mr. Arun Alagappan	4,05,000.00	3,57,322.80	7,29,329.00
Mr. M. Somasundaram	4,80,000.00	-	8,13,760.00
Mr. PMC Nair	-	-	7,29,329.00

h) Details of the Shares held by Non-Executive Directors as on March 31, 2025

Name of the Director	No. of Shares held
Mr. R.Sampath	36,000
Mr. Rajeev Pandia	2,400

BOARD COMMITTEES

The Board delegates its powers and authorities from time to time to committees in order to ensure that the management and operations of the Company are handled efficiently and as per policies and relevant expertise.

Currently, the Board has Nine Committees: the Audit Committee, the Stakeholder Relationship Committee, the Business Review Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Risk Management Committee, the Investment, Finance and Banking Committee, Fund Raising Committee and Strategy Review Committee.

A) AUDIT COMMITTEE:

The Composition of the Audit Committee of the Company meets with the requirements of Section 177 of the Companies Act, 2013 and as required under Reg. 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. M. Somasundaram ¹	Independent Director & Chairman	2
2.	Mr. R. Ravi Shankar ²	Independent Director & Chairman	2
3.	Mr. Raj Kataria ²	Independent Director	2
4.	Mr. Arun Ramanathan	Independent Director	5
5.	Mrs. Bhama Krishnamurthy.	Independent Director	5
6.	Mr. Rajeev Pandia	Independent Director	5
7.	Mr. R. Sampath	Director	4

¹ Inducted as a member on 29.10.2024² Retired from the Board of Directors w.e.f. 05.08.2024

Five meetings of the Audit Committee were held during the year 2023-24 on **May 14, 2024, July 23, 2024, October 28, 2024, November 27, 2024, and January 27, 2025.**

The Objectives of the Audit Committee are as follows:

- Assisting the Board in its responsibility for overseeing the processes related to the financial accounting, auditing and reporting practices of the Company and its compliances with legal and regulatory requirements, the audits of the Company's financial statements and shall, inter alia, include, the recommendation for appointment, remuneration and terms of appointment of auditors of the Company; review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties; scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary; evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing the Company's financial reporting process.
- Reviewing the Quarterly and Annual results before it is considered by the Board of Directors, the Group

Company transactions, Internal Auditors Report and the Action Taken Report thereon.

Besides its regular responsibilities, your Company's Audit Committee also carried out the following specific tasks:

- Reviewing the :
 - Internal Audit plan of the Company, for inclusion in the Internal Audit reports prepared by the Group Audit and Risk Assurance Department of the Company ("GARA"), reviewing the Audit plans of external Auditors and their remuneration.
 - Performance, Constitution and Terms of Reference of the Audit Committee.
 - Company's programs on Bank Charges / Commitment charges and helped to review the system to streamline and speed up collection of relevant Forms.
 - Plans for Improvement of ERP system.
- Compliance with IND AS Programme.
- Implementation of Forex Policy in the Company.
- Making recommendation on the re-appointment of the external auditor as and when due.

B) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee constitutes of the following members:

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Arun Ramanathan	Independent Director & Chairman	1
2.	Mr. Raj Kataria ¹	Independent Director	1
3.	Mr. R. Sampath	Director	1
4.	Mr. M. Somasundaram ²	Independent Director	-
4.	Mr. PMC Nair ³	Director	-

¹ Retired from the Board of Directors w.e.f. 05.08.2024² Inducted as a member on 16.09.2024³ Inducted as a member on 28.01.2025

One Meeting of the Stakeholders Relationship Committee was held during the year 2024-25 on **May 10, 2024.**

The Stakeholders Relationship Committee deals with the following matters:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Mr. T. Rajagopalan was the Company Secretary and Compliance Officer from 15th May, 2012 till 02nd January, 2025.

Mr. R. Pramod Kumar has been appointed as the Company Secretary and Compliance Officer from 28th January, 2025

Total 6 complaints were received during the financial year 2024-25. All the said grievances were addressed to the satisfaction of the investors. There is no pending complaint on the website of SEBI or with the Stock Exchanges.

During FY-24-25, the work carried out by Stakeholders Relationship Committee includes:

- Prompt resolution of all queries/complaints from Shareholders and Investors.
- The process of share transfer was delegated to an R&T and is carried out in compliance with the Listing Regulation which will be confirmed and ratified by the Board at each subsequent meeting.
- It may be noted that the shareholding in dematerialized mode as on March 31, 2025 was 99.16 %.

C) BUSINESS REVIEW COMMITTEE:

The Business Review Committee constitutes of the following members:

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director & Chairman	4
2.	Mr. R. Ravi Shankar ¹	Independent Director	2
3.	Mr. Dhruv Moondhra ¹	Independent Director	2
4.	Mr. R. Sampath	Director	4
5.	Mr. Arun Alagappan ²	Independent Director	-
6.	Mr. M. Somasundaram ³	Independent Director	-

¹ Retired from the Board of Directors w.e.f. 05.08.2024

² Inducted as a member on 29.10.2025

³ Inducted as a member on 28.01.2025

Four meetings of the Business Review Committee were conducted during 2024-25 on **May 09, 2024, July 16, 2024, October 24, 2024 and January 24, 2025.**

The objectives of the Business Review Committee are:

- Setting and approving performance goals & important details for each business unit, and overall for the Company.
- Reviewing, discussing and critiquing the Performance of all Business Units with the Management team of the Company; Reviewing performance with respect to the Budgets and Plans.
- Discussing and reviewing market & product development, working capital management, supply chain, business volatility and forecasts; reviewing the growth strategy and implementation.
- Advising and guiding the Management team on implementation, especially relating to specific issues and midterm corrections.

Besides the above matters, during FY24-25, the Business Review Committee specifically:

- Reviewed and recommended the upgradation of Plants and the Capex involved.
- Reviewed the execution plans of the ongoing projects.
- Reviewed logistics cost initiatives by the Company
- Fixed various Operational and Financial Targets for the Company.

D) NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee constitutes of the following members:

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Raj Kataria ¹	Independent Director & Chairman	2
2.	Mr. Rajeev M. Pandia	Independent Director	3
3.	Mr. R. Sampath	Director	2
4.	Mrs. Bhama Krishnamurthy ²	Independent Director	-
5.	Mr. Arun Alagappan ³	Independent Director	1
6.	Mr. M. Somasundaram ⁴	Independent Director	1

¹ Retired from the Board of Directors w.e.f. 05.08.2024

² Inducted as a member on 28.01.2025

³ Inducted as a member on 29.10.2024

⁴ Member from 16.09.2024 to 28.01.2025

During the 2024-25 period, the Nomination & Remuneration Committee held meetings on **May 11, 2024, May 31, 2024 and January 27, 2025.**

The function of the Nomination and Remuneration Committee includes:

- Identifications of persons who are qualified to become Directors and who may be appointed to Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and also recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Review and make recommendations to the Board a Company's policy and structure for remuneration of Directors and towards establishment of a formal and transparent procedure to determine such remuneration.
- Make recommendations to the Board on the remuneration packages, including benefits in kind, pension rights and compensation payments, of individual Executive Directors.

During FY-24-25, the work carried out by the Nomination and Remuneration Committee was:

- Reviewed the structure of the Board, and the independence of independent Non-Executive Directors.
- Made recommendations in relation to the re-appointment of the Managing Director and retiring Director and

appointment of Independent Director and Company Secretary.

- Reviewed the remuneration policy & structure for the Directors and the Senior Management.
- Made recommendations to the Board regarding the Directors' fee and other allowances for FY 2024-25.
- Determining the remuneration of Senior Management.
- Made recommendation in relation to the remuneration for the Chief Executive Officer & Executive Directors.

Criteria for evaluation of performance of Independent Directors and the Board of Directors.

Specific Criteria for evaluation of performance of Independent Directors

- Participation and contribution by a Director;
- Commitment, including guidance provided to the Senior Management outside of Board/ Committee Meetings;
- Effective deployment of knowledge and expertise;
- Effective management of relationship with various stakeholders;
- Independence of behavior and judgment.
- Maintenance of confidentiality of critical issue

E) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee comprises of the following members:

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Arun Ramanathan	Independent Director & Chairman	2
2.	Mrs. Bhama Krishnamurthy	Independent Director	2
3.	Mr. R. Sampath	Director	2
4.	Mr. R. Parthasarathy ¹	Managing Director	-

¹Inducted as a member on 28.01.2025

Two meetings of the Corporate Social Responsibility Committee were conducted during 2024-25 on **May 10, 2024 and November 27, 2024.**

The Committee formulates the CSR policy to undertake social activities as specified under Schedule VII of the Companies Act, 2013 for approval of the Board. The Committee recommends spending on the approved CSR activities and monitors the spending and performance of such activities.

During FY-25, based on the recommendation of the CSR Committee, your Company- made a contribution of ₹ 279.50 lakhs to CSR activities.

F) RISK MANAGEMENT COMMITTEE:

The Risk Management Committee comprises of the following members:

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev M. Pandia	Independent Director & Chairman	4
2.	Mr. Dhruv Moondhra ¹	Independent Director	2
3.	Mrs. Bhama Krishnamurthy ²	Independent Director	1
3.	Mrs. Ramya Bharathram	Managing Director	4
4.	Mr. Sanjay Sinha	Chief Executive Officer	4
5.	Mr. B. Krishnamurthy	Executive Vice President Accounts & Systems	4

¹ Retired from the Board of Directors w.e.f. 05.08.2024

²Inducted as a member on 29.10.2024

Four meetings of the Risk Management Committee were conducted during 2024-25 on **May 07, 2024, July 15, 2024, September 23, 2024 and January 07, 2025.**

The Committee has formulated a Risk Management policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business.

G) STRATEGY REVIEW COMMITTEE:

The Strategy Review Committee of the Board comprises of the following members

Members:

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mrs. Ramya Bharathram	Managing Director & Chairperson of the Committee	NA
3.	Mr. Rajeev Pandia	Independent Director	NA
4.	Mr. R. Parthasarathy	Chairman & Managing director	NA

No meeting of Strategy Review Committee was convened during 2024-25.

The Strategy Review Committee is constituted to conduct studies and discussions for identifying New Business & proposals.

H) FUND RAISING COMMITTEE:**Members:**

S.No	Name of the Director	Category	No. of Meetings Attended
1.	Mr. Rajeev Pandia	Independent Director	NA
2.	Mr. M. Somasundaram	Independent Director	NA
3.	Mrs. Ramya Bharathram	Managing Director	NA

No meeting of Fund Raising Committee was conducted during 2024-25.

The Fund Raising Committee is constituted in the year 2024-25 to consider and approve the fund raising proposals for the Company.

Independent Directors meeting:

During the year under review the Independent Directors met twice on May 13, 2024 and January 28, 2025 inter alia to discuss and review the performance of Non-Independent Directors, Board as a whole and Chairman of the Company and performance of the Company as whole.

Performance evaluation of Independent Director:

A detailed note is provided in the Directors report.

Senior management:

The Senior management of the company is given below:

Sr. No.	Name	Designation
1.	Mr. C.G. Sethuraman	Group Chief Executive Officer - Strategic initiatives & new businesses
2.	Mr. Sanjay Sinha	Chief Executive Officer
3.	¹ Mr. T. Rajagopalan ¹	Company Secretary
4.	Mr. S. Venkatraghavan	President – Food Ingredients
5.	Mr. R. Srinivasaraghavan	President – Factory Operations – Manufacturing
6.	Mr. N. Viswanathan	Head Finance
7.	Ms. J. Radha	Executive Vice President, Finance
8.	Mr. B. Krishnamurthy	Executive Vice President, Accounts & Systems
9.	² Mr. R. Pramod Kumar	Company Secretary

¹ upto. 02.01.2025

²Appointed with effect from 28.01.2025

Familiarization programmes for Directors

Details of the programmes have been disclosed on the Company's website <http://www.thirumalaichemicals.com>

Policy on Material Subsidiary

The details of the policy have been disclosed on the Company's website <http://www.thirumalaichemicals.com>

Policy on Related Party Transactions

The details of the policy have been disclosed on the Company's website <http://www.thirumalaichemicals.com>

Dividend Distribution Policy

The details of the policy have been disclosed on the Company's website <http://www.thirumalaichemicals.com>

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 174 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i) Qualification, expertise and experience of the Directors in their respective fields;
 - ii) Personal, Professional or business standing;
 - iii) Diversity of the Board.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. A Non-Executive Director will also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the N&R Committee;
- iii. In determining the quantum of commission payable to the Directors, the N&R Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous

responsibilities required to be shouldered by the Director. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;

Managing Director/Whole-time Directors - Criteria for selection / appointment

For the purpose of selection of the Managing Director/Whole-time Directors, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director/Whole-time Directors

During the tenure, the Managing Director/Whole-time Directors shall be paid such remuneration as may be mutually agreed between them and the Company within the overall limits prescribed under the Companies Act, 2013.

In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:

- a. the relationship of remuneration and performance benchmarks is clear;
- b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- c. responsibility required to be shouldered by the Managing Director/Whole-time Directors, the industry benchmarks and the current trends;

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Senior Management executives) the N&R Committee shall ensure / consider the following:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis Key performance Indicator (KPI) and Key Responsibility Areas (KRA), industry benchmark and current compensation trends in the market.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

Employees are asked to report any practices or actions believed to be inappropriate and against the interest of Company or its code of conduct adopted or any other illegal acts to their immediate Manager. Report of violation can also be made directly to the Chief Executive Officer. Where appropriate, complaints may be made on a confidential basis to the Chairman of the Audit Committee / Board. The contact details are made available at the Company's website / Notice Board. All complaints received are properly investigated by the recipients and report the outcome to the Audit Committee in sealed cover for appropriate action. The Company prohibits retaliation against any employee for such complaints made in good faith, while it also protects the rights of the incriminated person.

No complaint had been registered during 2024-25. No personnel have been denied access to the Committee/ Mechanism.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details have been Disclosed in the Directors Report forming part of the Annual Report.

Statutory Auditor's remuneration:

Disclosure of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, as required by the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is ₹71 Lakhs.

Details of material subsidiaries:

The details of material subsidiaries as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is given below:

Name of material subsidiaries	Optimistic Organic Sdn. Bhd	TCL Global BV	TCL Inc	TCL Specialties LLC	TCL Intermediaries Private Limited	Cheminvest PTE LTD
Date of incorporation	24/09/2009	08/02/2019	10/10/2018	30/05/2019	15/12/2021	26/05/2009
Place of incorporation	Malaysia	Netherlands	USA	USA	Chennai, India	Singapore
Name of the statutory auditors	Ernst & Young PLT	NA	Ventura Pranas	Ventura Pranas	Walker Chandiok & Co LLP	MGI N Rajan Associates
Date of appointment of the statutory auditors	28/09/2023	NA	12/03/2024	12/03/2024	16/09/2022	26/05/2009

GENERAL BODY MEETINGS

The Fifty Second Annual General Meeting of the Company for the Financial Year 2024-2025 has been scheduled to be held on **Friday, July 25, 2025 2.30 p.m.** through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM').

I. The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
2023 -2024	24/07/2024	2.30 p.m.	Mysore Association Auditorium, Bhaudaji Road, Matunga-(C.Rly) Mumbai

1. Reappointment of Mrs. Ramya Bharathram (DIN: 06367352) as Managing Director
2. Reappointment of Mr. Rajeev M Pandia (DIN 00021730) as an Independent Director
3. Appointment of Mr. M. Somasundaram (DIN: 05185268) as an Independent Director

Financial Year	Date	Time	Location
2022 -2023	22/07/2023	2.30 p.m.	Mysore Association Auditorium, Bhaudaji Road, Matunga-(C.Rly) Mumbai

No Special resolution was passed:

Financial Year	Date	Time	Location
2021 -2022	22/07/2022	2.30 p.m.	Mysore Association Auditorium, Bhaudaji Road, Matunga-(C.Rly) Mumbai

Special resolution was passed:

1. Reappointment of Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director
2. Reappointment of Mr. Arun Ramanathan (DIN 00308848) as an Independent Director
3. Appointment of Mr. Arun Alagappan (DIN: 00291361) as an Independent Director

II. a. Details of special resolution passed through postal ballot (through e-voting):

The Company had sought the approval of the Shareholders by way of a Special Resolution through notice of postal ballot dated February 20, 2025 for the following businesses:

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

b. The persons who conducted the postal ballot exercise:

Mr. Manoj Mimani (Membership No. ACS 17083) of M/s. R.M. Mimani & Associates LLP, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

c. Details of the voting pattern and procedure of postal ballot:

Description of the Resolution	Votes in favour of the resolution			Votes against the resolution		
	No. of shareholders voted	No. of shares	% of valid votes	No. of shareholders voted	No. of Shares	% of valid votes
To approve raising of funds in one or more tranches, by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding ₹ 700 crores.	160	44,204,672	99.35	15	287,809	0.65
Increasing the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to ₹ 1700 Crores	161	44,374,896	99.74	13	117,563	0.26

III. No resolution is proposed to be conducted through postal ballot.

DISCLOSURES:

The Company's internal Audit was done by a firm of Chartered Accountants. The reports submitted by the Internal Auditors on the operations and financial transactions and the Action Taken Report on the same were placed before the Audit Committee, apart from the Statutory Auditors and the Senior Management of the Company.

For every quarter, the Executive Director (Manufacturing) and Manager (Accounts) at Ranipet, made a detailed report of all statutory compliances which were placed before the Audit Committee. At the Board meeting following the Audit Committee meeting, the Company Secretary made a report confirming the statutory compliances for the said quarter.

There were no material significant transactions with the Directors or their relatives or the Management that had any potential conflict with the interest of the Company. All details relating to the financial and commercial transactions where the Directors had a potential interest were provided to the Board, and the interested Directors neither participated in the discussion, nor did they vote on such matters.

There were no case of non-compliances by the Company, nor any cases of penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last 3 years except the following:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	BSE Limited	Imposition of fine for late/non compliance of Regulations 19, 20, and 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The Company received an Order dated 21-11-2024 from the exchange imposing fine for the non-compliances. The Company has filed an appeal before Securities Appellate Tribunal on 02-12-2024 against orders passed by Stock Exchanges. The Tribunal based on the submissions of the Company has stayed orders subject to deposit of 50% of fines. The Case is ongoing.	Alleged non-compliance with constitution of nomination and remuneration committee, stakeholder relationship committee and risk management committee in September 2024 quarter	Fine amount is ₹ 3,25,680. The Company has deposited 50% fine of in compliance with the interim order.
2.	National Stock Exchange of India Limited	Imposition of fine for late/non compliance of Regulations 19, 20, and 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The Company received an Order dated 21-11-2024 from the exchange imposing fine for the non-compliances. The Company has filed an appeal before Securities Appellate Tribunal on 02-12-2024 against orders passed by Stock Exchanges. The Tribunal based on the submissions of the Company has stayed orders subject to deposit of 50% of fines. The Case is ongoing.	Alleged non-compliance with constitution of nomination and remuneration committee, stakeholder relationship committee and risk management committee. September 2024 quarter	Fine amount is ₹ 3,25,680. The Company has deposited 50% of fine in compliance with the interim order.
3.	BSE Limited	Imposition of fine for late/ non compliance of Regulations 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	17-03-2025	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024 Company has paid the penalty amount of ₹ 56,000/- under protest. The previous order of the stock exchange concerning the same violation for the quarter ended September 2024 has been stayed by Securities Appellate Tribunal and the case is ongoing.
4.	National Stock Exchange of India Limited	Imposition of fine for late/ non compliance of Regulations 21(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	17-03-2025	Alleged non-compliance with constitution of risk management committee for the quarter ended December 2024	Company has paid the penalty amount of ₹ 56,000/- under protest. The previous order of the stock exchange concerning the same violation for the quarter ended September 2024 has been stayed by Securities Appellate Tribunal and the case is ongoing.

CODE OF CONDUCT:

The Company has laid down the Code of Conduct for all the Board members and the Senior Management of the Company and it is available on the Company's Website.

All the Board members and the Senior Management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2025. The Managing Director has also confirmed and certified the same. The certification is annexed at the end of this Report.

RISK MANAGEMENT:

The Company has well laid down procedures to inform Board members about the risk assessment. The Company has a suitable Forex Policy including hedging to contain foreign exchange risk.

CEO /CFO CERTIFICATION:

Appropriate certification as required under Reg. 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Mr. R. Parthasarathy, Managing Director and Mrs. Ramya Bharathram, Chief Financial Officer have certified to the Board regarding the Financial Statements for the year ended 31st March, 2025.

MEANS OF COMMUNICATION:

The Company has promptly reported all material information including quarterly results and press releases to the Stock Exchanges where the Company's securities are listed. The quarterly results were communicated to the shareholders by way of advertisement in an English National newspaper, normally The Economic Times, Mumbai edition and in a vernacular language newspaper, normally Maharashtra Times, Mumbai edition. The results and other updates are displayed on the Company's website <http://www.thirumalachemicals.com>

Disclosures with respect to demat suspense account/unclaimed suspense account under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I. UNCLAIMED SUSPENSE ACCOUNT

Aggregate no. of Shareholders at the beginning of the year	No. of Shares	No. of Shareholders approached for transfer of shares from suspense account	No. of shares transferred from suspense account during the year to the shareholders who approached	No. of shares transferred to IEPF	No. of shareholders whose shares were transferred to IEPF	Aggregate no. of Shareholders at the end of the year	Aggregate no. of shares at the end of the year
308	185577	09	6420	118657	213	86	60500

The voting rights on the abovementioned shares shall remain frozen till the rightful owner of such shares claims the shares.

II. SUSPENSE ESCROW DEMAT ACCOUNT

Aggregate no. of Shareholders at the beginning of the year	No. of Shares	No. of Shareholders approached for transfer of shares from escrow account during the year	No. of shares transferred from escrow account during the year to the shareholders who approached	No. of shares Credited to escrow account during the year	No. of shareholders who shares were credited to the escrow account during the year	Aggregate no. of Shareholders at the end of the year	Aggregate no. of shares at the end of the year
2	7220	1	4380	1380	2	3	4220

AFFIRMATION:

The provisions of Reg. 18 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable to the Company, are fully complied with. All the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disclosed in this report.

Further the Company adopted the following discretionary requirements under Reg. 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. The Board

Mr. R. Parthasarathy, Managing Director is the Chairman of the Company.

B. Shareholder Rights

The Company has not circulated a half-yearly declaration of financial performance/summary of significant events in the last six-months.

C. Modified opinion(s) in audit report

Not applicable since there is no qualification in the audit reports.

D. Separate posts of Chairperson and Chief executive officer

Same person occupied the position of Chairperson and Managing Director during the financial year.

E. Reporting of internal auditor

The Internal Auditors directly reported to the Audit Committee.

GENERAL SHAREHOLDERS INFORMATION:

1) Date, time and venue of 52nd AGM	: July 25, 2025, 2.30 pm through video conferencing
2) Dividend Payment	: Company has not declared dividend for the financial year 2024-25
3) Date of Book Closure	: July 19, 2025 to July 25, 2025 (both days inclusive)
4) Listing on Stock Exchanges	: BSE Ltd. (BSE) and National Stock Exchange Ltd.(NSE)
5) Listing fees	: Paid as per the Listing Regulations.
6) ISIN No	: INE 338A01024.
7) BSE Stock code	: 500412
NSE Stock code	: TIRUMALCHM
8) Corporate Identity Number (CIN)	: L24100MH1972PLC016149
9) Registered office	: Thirumalai House, Road No.29, Sion-East, Mumbai-400 022, India Tel: +91-22- 24018841/7861/7853/7869/7834 E-mail- info@thirumalaichemicals.com
10) Registrar & Share Transfer Agent	: MUFG Intime India Pvt Ltd C 101, Embassy 247, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 E-mail- rnt.helpdesk@linkintime.co.in Web site : www.linkintime.co.in
11) Compliance Officer	: Mr. R. Pramod Kumar, Company Secretary Thirumalai Chemicals Limited Thirumalai House, Road No.29, Sion (East), Mumbai- 400 022. India Tel: +91-22-24018841/61/53. Fax: +91-22-24011799. E-mail- investorinfo@thirumalaichemicals.com
12) Share Transfer system	: The Company's shares are traded in the Stock Exchange which are compulsorily in Demat mode. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders. Shareholders must dematerialize shares within 120 days of receiving a confirmation letter, or the shares will be credited to a Suspense Escrow Demat account.
	:
13) Financial Calendar	: Annual Result - 16 th May, 2025 E-Mailing of Annual Reports - By 30 th June, 2025 Results for the Quarter ending: June 30, 2025 - By 14 th August, 2025 September 30, 2025 - By 15 th Nov, 2025 December 31, 2025 - By 14 th Feb, 2026 March 31, 2026 - By 31 st May, 2026
14) Dematerializations of shares	: As on 31/03/2025, 99.16% of the Company's Share Capital representing 10,15,32,922 shares which were held in the dematerialized form.
13) Plant Location	: i. 25-A, SIPCOT, Ranipet Ranipet District, Tamil Nadu, India Tel. : +91-4172-244441. Fax: +91-4172-244308. E-Mail: info@thirumalaichemicals.com ii. Plot No.D-2/CH/171/B, GIDC Estate, Dahej Phase-II, Tal.Vagra, Bharuch, Gujarat 392130, India Cell : +91-98423-99500 / +91-99526-08935 E-mail: info@thirumalaichemicals.com

14) Categories of Shareholders as on 31.03.2025:

Category	No. of shares	% of shareholding
Promoters, Directors & their Relatives	1,56,69,069	15.30
Group companies	2,72,23,650	26.59
Financial Institutions / Banks/ Mutual Funds/ Foreign Portfolio Investors	31,65,009	3.09
Insurance companies	4,000	0.00
NRIs	17,30,936	1.69
Companies / Bodies corporates	51,48,714	5.03
Central Government/ State Government(s)	200	0.00
General Public	4,69,32,210	45.84
Clearing members	3,818	0.00
LLP	3,95,011	0.39
Trusts	3,630	0.00
HUFs	21,11,873	2.06
TOTAL	10,23,88,120	100.00

16) Stock market price data for the year 2024-2025:

The details of month wise high/low price of the Company's share in the Stock Exchanges, where it is listed, along with the comparable indices of the Stock Exchanges for the financial year are tabled below:

Indices :	S&P BSE SENSEX	opening	73,651.35	closing	77,414.92
Indices :	NIFTY 50	opening	22,326.90	closing	23,519.35

Month	BSE			NSE		
	High (₹)	Low (₹)	No. of Shares	High (₹)	Low (₹)	No. of Shares
April, 2024	289.40	237.55	13,65,382	289.85	237.60	1,75,97,240
May, 2024	276.80	244.95	6,61,537	276.90	245.15	96,76,282
June, 2024	330.25	221.15	12,10,924	331.00	221.00	1,83,75,140
July, 2024	355.55	287.30	14,95,403	355.50	288.00	1,53,30,191
August, 2024	362.80	306.80	8,73,039	362.85	307.00	1,11,93,778
September, 2024	358.00	318.00	6,20,493	359.50	316.35	63,15,846
October, 2024	337.25	285.95	2,71,359	337.00	284.25	53,09,604
November, 2024	384.90	301.50	6,23,030	384.90	301.00	1,18,96,086
December, 2024	395.00	310.55	7,67,492	394.95	310.30	92,22,171
January, 2025	340.55	215.00	5,91,506	341.00	214.90	78,08,397
February, 2025	272.10	206.70	4,36,428	272.20	209.00	58,15,708
March, 2025	252.10	201.30	5,59,496	251.70	201.27	90,27,421

For and on behalf of the Board of Directors

R. Parthasarathy
Managing Director
(DIN :00092172)

Place: Chennai
Date: May 16, 2025

M. Somsundaram
Director
(DIN :00092172)

Place: Chennai
Date: May 16, 2025

Declaration by the CEO

Under Clause 34(3) Of The

Sebi (Listing Obligations And Disclosure Requirements) Regulations, 2015 Regarding Adherence To The Code Of Conduct

In accordance with under clause 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2025.

For **Thirumalai Chemicals Limited**

R.Parthasarathy

Managing Director

(DIN: 00092172)

Ranipet, May 16, 2025

Practising Company Secretaries' Certificate on Corporate Governance

The Members

Thirumalai Chemicals Limited

[CIN: L24100MH1972PLC016149]

Thirumalai House,
Road No. 29, Near Sion Hill Fort,
Sion (East), Mumbai – 400022

We have examined the compliance of conditions of Corporate Governance by Thirumalai Chemicals Limited ("the Company") for the financial year ended on March 31, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

Management's Responsibility

1. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

2. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has

complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR) during the financial year ended March 31, 2025, except following;

- a. Composition of Nomination and Remuneration Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 19 (1) & (2) of SEBI (LODR) Regulation, 2015.
 - b. Composition of Stakeholders Relationship Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 20(1) of SEBI (LODR) Regulation, 2015.
 - c. Composition of Risk Management Committee during the period from August 06, 2024 to October 28, 2024 was not as per the provisions of Regulation 21(2) of SEBI (LODR) Regulation, 2015
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For **R M Mimani & Associates LLP**

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Ranjana Mimani

(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271G000582242

Place: Mumbai

Dated: June 11, 2025

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,

The Members

Thirumalai Chemicals Limited

[CIN; L24100MH1972PLC016149]

Thirumalai House,

Road No. 29, Near Sion Hill Fort,

Sion (East), Mumbai - 400022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Thirumalai Chemicals Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of;

- I. The Companies Act, 2013 (the Act) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- VI. The Management has identified and confirmed the following laws as specifically applicable to the Company;
 - (a) Explosive Act, 1974
 - (b) Hazardous Wastes (Management and Handling) Rules 2016
 - (c) The Chemical Weapons Convention Act, 2000
 - (d) Food Safety and Standards Act, 2006 and Rules 2011 with allied Rules and Regulations
 - (e) The Prevention of Food Adulteration Act, 1954 and Rules made thereunder
 - (f) Legal Metrology Act, 2009
 - (g) Water (Prevention and Control of Pollution) Act, 1974.
 - (h) Air (Prevention and Control of Pollution) Act, 1981
 - (i) The Gas cylinders rules, 2016.
 - (j) Central Electricity Authority Regulation, 2010.
 - (k) Tamil Nadu Legal Metrology (Enforcement) Rules, 2011.
 - (l) Environment (Protection) Act, 1986
 - (m) Indian wireless telegraphy act, 1933.
 - (n) Indian boiler regulation, 1950.
 - (o) The petroleum rules, 2002.
 - (p) Public Liability Act, 1991
 - (q) Tamil Nādu Fire Service Act 1985.
 - (r) Gujarat Factories Rules, 1963
 - (s) Atomic Energy Radiation Protection rules, 2004.
 - (t) Tamil Nādu Factories rules, 1950.

We have also examined compliance with the applicable clauses of the following;

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (b) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above; expect that;

- Composition of Nomination and Remuneration Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 19 (1) & (2) of SEBI (LODR) Regulation, 2015.
- Composition of Stakeholders Relationship Committee during the period from August 06, 2024 to September 15, 2024 was not as per the provisions of Regulation 20(1) of SEBI (LODR) Regulation, 2015.
- Composition of Risk Management Committee during the period from August 06, 2024 to October 28, 2024 was not as per the provisions of Regulation 21(2) of SEBI (LODR) Regulation, 2015.

During the audit period under review, provisions of the following regulations were not applicable to the Company;

- (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.
- There were delay in submission of disclosures and filing of XBRL for few instances during the audit period.
- Outcome of the circular resolution passed on May 31, 2024 with regard to recommendation to shareholders for appointment of Director effective from date of Annual General Meeting was not submitted during the review period.

We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

Ranjana Mimani
(Partner)

FCS No: 6271
CP No: 4234
PR No.: 1065/2021
UDIN: FO06271G000357127

Place: Mumbai
Dated: May 16, 2025

Annexure – “A”

To,

The Members

Thirumalai Chemicals Limited

[CIN; L24100MH1972PLC016149]

Thirumalai House,
Road No. 29, Near Sion Hill Fort,
Sion (East), Mumbai - 400022

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Ranjana Mimani
(Partner)
FCS No: 6271
CP No: 4234
PR No.: 1065/2021
UDIN: F006271G000357127

Place: Mumbai
Dated: May 16, 2025

Form No. MR.3

Secretarial Audit Report of Material Subsidiary of the Company for the financial year ended on March 31, 2025

[Pursuant to Section 204(l) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

The Members

TCL Intermediates Private Limited

(CIN: U24290TN2021PTC148609)

No. 556, Vanagaram Road,

Ambattur, NA, Chennai,

Thiruvallur, Tamil Nadu - 600053

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TCL Intermediates Private Limited hereinafter called ("the Company") for the financial year ended March 31, 2025 ['Audit Period']. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records as maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, explanation and clarification given and representation made during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the audit period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' book, forms and returns filed and other records as maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
- III. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- V. Other law applicable specifically to the Company as confirmed and identified by the Management, as detailed below;

- a. Explosive Act, 1974
- b. Hazardous Wastes (Management and Handling) Rules 2016.
- c. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) Act .

We have also examined compliance with the applicable clauses of the Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above except

- that during the period under review Company has issued the share certificate for allotment of equity shares on right basis without making the payment of stamp duty.
- that during the period under review Company has not filed Annual Return as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) Act .

During the audit period, provisions of the following regulations were not applicable to the Company;

- (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (iv) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- (v) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999
- (vi) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (vii) The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. During the period under review, the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and there was a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company in our opinion system and process exists is needs to be further strengthen to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not undertaken any specific event/action that can have a major bearing on the company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards.

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

Ranjana Mimani
(Partner)

FCS No: 6271
 CP No: 4234
 PR No.: 1065/2021
 UDIN: F006271G000357127

Place: Mumbai
Dated: May 16, 2025

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure – “A”

To,

The Members

TCL Intermediates Private Limited

(CIN: U24290TN2021PTC148609)

No. 556, Vanagaram Road,

Ambattur, NA, Chennai,

Thiruvallur, Tamil Nadu – 600053

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R M Mimani & Associates LLP**

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Ranjana Mimani

(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271G000357127

Place: Mumbai

Dated: May 16, 2025

Independent Auditor's Report

To

the Members of

Thirumalai Chemicals Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Thirumalai Chemicals Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment assessment of property, plant and equipment on Company's D1 Dahej Plant:

Key audit matter	How the matter was addressed in the audit
<p>Refer note 2.7 and 3 to the accompanying standalone financial statements for the material accounting policy information on impairment of non-financial assets and relevant details of impairment assessment.</p> <p>As at 31 March 2025, the Company is carrying Property, Plant and Equipment at D1 Dahej Plant aggregating to ₹ 9,068 Lakhs in the standalone financial statements of the Company, which is considered to be a separate cash generating unit (CGU) as included in aforesaid note.</p> <p>Considering the increased downtime and non-operational hours coupled with reduced margins recorded by the D1 Dahej Plant, the management has identified that indicators exist that requires the management to test the carrying value of related CGU for possible impairment in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36').</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ol style="list-style-type: none"> a) Obtained an understanding of the management's process and evaluated design and tested operating effectiveness of key controls; b) Evaluated the appropriateness of Company's accounting policy in respect of impairment assessment and the methods used to determine the recoverable amount of CGU in accordance with the requirements of Ind AS 36; c) Assessed the professional competence, objectivity and capabilities of the valuation expert used by the management for performing required value-in-use calculations to estimate the recoverable amount of the CGU;

Key audit matter	How the matter was addressed in the audit
<p>The management's assessment of the recoverable amount requires estimation and judgement around identification and assumptions used in the determination of value-in use (VIU). The principal driver of recoverable amount is the estimated growth in the operations of the CGU and ability to generate cash profits in the future. The key assumptions supporting management's assessment of the recoverable amount of CGU are the estimated future financial performance, capital expenditure and the discount rates applied etc. Changes to assumptions could lead to material changes in estimated recoverable amounts, resulting in impairment of the CGU.</p> <p>Based on the aforesaid assessment, the Company has not recorded impairment expenses on the aforesaid Property, Plant and Equipment during the year ended 31 March 2025 as the recoverable amount of the CGU is higher than its carrying amount.</p> <p>Considering the significance of the amounts involved, and auditor attention required to test the appropriateness of accounting estimate that involves high estimation uncertainty and significant management judgement, this matter has been determined to be a key audit matter for the current year audit.</p>	<p>d) Involved auditor's valuation expert to assess the appropriateness of the value-in-use calculations used by the management and to test reasonability of the assumptions used therein relating to discount rates, risk premium, industry growth rates etc.;</p> <p>e) Evaluated the key assumptions applied in the value in-use calculation, including the revenue growth rate, utilisation rate of the plant and machinery and other key cost elements, by comparing to the current utilisation rate and historical performance of those plant and machinery;</p> <p>f) Tested the arithmetical accuracy of the calculations performed by the management's expert;</p> <p>g) Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions such as discount rates; and</p> <p>h) Assessed the appropriateness and adequacy of disclosures made by the management in the standalone financial statements in accordance with the requirements of the applicable accounting standards.</p>

Revenue recognition - Sale of manufactured goods

Key audit matter	How the matter was addressed in the audit
<p>Refer Note 2.5 and Note 22 to the accompanying standalone financial statements for the material accounting policy information on revenue recognition and relevant details of revenue recognised during the year.</p> <p>Revenue of the Company consists primarily of sale of manufactured products to the customers. The Company recognises the revenue in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers (Ind AS 115), at point in time when the Company satisfies its performance obligation by transferring the control of goods to its customers and there is no unfulfilled obligation. The revenue is measured based on the transaction price specified in the contract, net of discounts and goods and services tax.</p> <p>The Company also focuses on revenue as a key performance measure, which could create an incentive for overstating revenue and thus, the timing of revenue recognition is critical as there is a risk of revenue being recognised before the control is transferred to the customers.</p> <p>Owing to the above and volume of transactions, revenue is determined to be an area involving significant risk and hence, requires significant auditor attention.</p> <p>Considering the volume of transactions, materiality of the amount involved as mentioned above, revenue recognition has been identified as a key audit matter for the current year audit.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <p>a) Obtained an understanding of the business process and assessed the appropriateness of the Company's revenue recognition accounting policy in accordance with Ind AS 115;</p> <p>b) Evaluated the design and tested the operating effectiveness of key controls in respect of revenue recognition;</p> <p>c) Performed substantive testing by selecting samples of revenue transactions recorded during the year including specific periods before and after the financial year end by verifying the underlying supporting documents, which included sales invoices, contracts and shipping documents to ensure that the correct amount of revenue is recorded in the correct period;</p> <p>d) Scrutinised for any unusual non-standard journal entries based on certain criteria which impacts revenue recognized during the year;</p> <p>e) Tested the credits made to revenue account subsequent to the period end; and</p> <p>f) Assessed the appropriateness and adequacy of disclosures made by the management in the standalone financial statements in accordance with the requirements of the applicable accounting standards.</p>

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the

accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act we are also responsible for expressing our

opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating

effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and

- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 33 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 4 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 4 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
 - vi. As stated in Note 38 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for instances mentioned below, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of payroll records is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAO7373
Hyderabad
16 May 2025

Annexure A

referred to in paragraph 16 to the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment capital work-in-progress, and relevant details of right-of-use assets} under which the assets are physically verified in a phased manner over a period of 3 years which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the standalone financial statements, are held in the name of the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and dispatch inventory records.
- (b) As disclosed in Note 15 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were subject to review.
- (iii) The Company has made investments in, provided guarantee and granted unsecured loans to companies during the year, in respect of which:
- (a) The Company has made investments in, provided loans, and guarantee to Subsidiaries during the year as per details given below:

Particulars	Investments	Guarantees	Loans
Aggregate amount provided during the year:			
-TCL Intermediates Private Limited	₹ 3,611 lakhs	₹ 8,027 lakhs	₹ 5,400 lakhs
-TCL Specialties LLC	₹ 644 lakhs	Nil	Nil
-TCL Global B.V. Netherlands	₹ 42,553 lakhs	Nil	Nil
Balance Outstanding as at balance sheet date in respect of the above cases:			
-TCL Intermediates Private Limited	₹ 23,875 lakhs	₹ 53,227 lakhs	₹ 5,486 lakhs
-TCL Specialties LLC	₹ 1,532 lakhs	₹ 62,860 lakhs	Nil
-TCL Global B.V. Netherlands	₹ 61,216 lakhs	Nil	Nil

- (b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) There is no amount which is overdue for more than 90 days in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.
- (e) The Company has not granted any loans which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan that existed as at the beginning of the year.
- (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ In lakhs)	Amount paid (₹ In lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Services Tax, 2017	Tax and Interest dues	854	80	FY- 2018-19 FY- 2017-18 FY- 2024-25	The Commissioner of Central Tax (Appeals)

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, except for the following:

Nature of fund taken	Name of lender	Amount involved (₹ In lakhs)	Name of the subsidiary	Relation	Nature of transaction for which funds were utilised
Term loan	Federal Bank	₹ 20,000	TCL Global BV	Subsidiary	For equity infusion in TCL Specialties LLC via TCL Inc. to facilitate construction activities in the United States
Term loan	IDFC Bank	₹ 20,000	TCL Global BV	Subsidiary	
Term loan	CSB	₹ 2,500	TCL Global BV	Subsidiary	

- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

management of the Company, there are no whistle-blower complaints received by the Company during the year.

- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

- (c) According to the information and explanations given to us including the representation made to us by the

- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to

the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh

Partner

Membership No.: 059139

UDIN: 25059139BMKTAO7373

Hyderabad

16 May 2025

Annexure B

to the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the standalone financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Thirumalai Chemicals Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh

Partner

Membership No.: 059139

UDIN: 25059139BMKTAO7373

Hyderabad

16 May 2025

Standalone Balance Sheet

as at 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	36,646	38,683
Capital work-in-progress	3	578	475
Intangible assets	3	11	10
Right of use assets	3	1,832	2,120
Financial assets	21		
(i) Investments	4	1,15,094	62,266
(ii) Other financial assets	6	362	431
Income tax assets (net)	7	503	465
Other non-current assets	8	125	234
Total non-current assets		1,55,151	1,04,684
Current assets			
Inventories	9	16,323	21,666
Financial assets	21		
(i) Investments	4	-	3,397
(ii) Trade receivables	10	23,421	16,498
(iii) Cash and cash equivalents	11	6,376	15,975
(iv) Bank balances other than (iii) above	11	146	161
(v) Loans	5	5,486	-
(vi) Other financial assets	6	4,561	1,931
Income tax assets	7	-	145
Other current assets	8	2,673	8,805
Total current assets		58,986	68,578
Total assets		2,14,137	1,73,262
Equity and liabilities			
Equity			
Equity share capital	12	1,024	1,024
Other equity	14	1,09,642	97,371
Total equity		1,10,666	98,395
Liabilities			
Non-current liabilities			
Financial liabilities	21		
(i) Borrowings	15	42,701	2,460
(ii) Lease liabilities	16	279	606
(iii) Other financial liabilities	19	-	1,057
Deferred tax liabilities (net)	7	6,004	5,014
Provisions	17	1,250	1,371
Total non-current liabilities		50,234	10,508
Current liabilities			
Financial liabilities	21		
(i) Borrowings	15	9,214	15,574
(ii) Lease liabilities	16	327	243
(iii) Trade payables	18		
(A) Total outstanding dues of micro enterprises and small enterprises		780	213
(B) Total outstanding dues other than micro enterprises and small enterprises		39,608	46,213
(iv) Other financial liabilities	19	2,239	1,088
Provisions	17	481	236
Current tax liabilities (net)	7	-	89
Other current liabilities	20	588	703
Total current liabilities		53,237	64,359
Total equity and liabilities		2,14,137	1,73,262

Notes 1 to 40 form an integral part of these standalone financial statements

In terms of our report attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Vijay Vikram Singh
Partner
Membership No: 059139
Place : Hyderabad
Date : 16 May 2025

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place : Chennai
Date : 16 May 2025

R Parthasarathy
Managing Director
(DIN : 00092172)
Place : Ranipet
Date : 16 May 2025

M Somasundaram
Director
(DIN : 05185268)
Place : Chennai
Date : 16 May 2025

C G Sethuraman
Group Chief Executive Officer
Place : Chennai
Date : 16 May 2025

Sanjay Sinha
Chief Executive Officer
Place : Chennai
Date : 16 May 2025

R.Pramodkumar
Company Secretary
(ACS: 47895)
Place : Chennai
Date : 16 May 2025

Standalone Statement of Standalone Profit and Loss

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	22	2,15,207	1,98,681
Other income	23	3,120	3,802
Total income		2,18,327	2,02,483
Expenses			
Cost of materials consumed	24	1,38,135	1,45,127
Project material and contract costs	24	28,831	18,013
Purchase of stock-in-trade	24	4,660	1,613
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	349	(1,488)
Employee benefits expense	26	5,881	5,581
Finance costs	27	4,448	4,357
Depreciation and amortisation expenses	3	3,390	3,418
Other expenses	28	22,182	21,021
Total expenses		2,07,876	1,97,642
Profit before tax		10,451	4,841
Tax expense	7		
- Current tax		2,195	1,127
- Deferred tax		35	84
Total tax expense		2,230	1,211
Profit for the year		8,221	3,630
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
- Re-measurements of defined benefit plan	17	8	(37)
- Equity instruments through other comprehensive income	7	6,020	152
- Income tax relating to items that will not be reclassified to profit or loss	7	(954)	(17)
Other comprehensive income for the year, net of tax		5,074	98
Total comprehensive income for the year		13,295	3,728
Earnings per equity share on Profit for the year	29		
Basic and diluted (in ₹)		8.03	3.55

Notes 1 to 40 form an integral part of these standalone financial statements

In terms of our report attached
For **Walker Chandiok & Co LLP**
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Chief Executive Officer
Place : Chennai
Date : 16 May 2025

R.Pramodkumar
Company Secretary
(ACS: 47895)
Place : Chennai
Date : 16 May 2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

A. Equity Share Capital

As at 31 March 2025

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

As at 31 March 2024

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

B. Other Equity

Particulars	Surplus			Other reserves	Total other equity
	General reserve	Securities premium	Retained earnings	Equity instruments classified at FVTOCI-	
Balances at 31 March 2023	4,283	1,971	74,282	14,642	95,178
Profit for the year	-	-	3,630	-	3,630
Dividend paid (relating to 2022-23)	-	-	(1,536)	-	(1,536)
Other comprehensive income	-	-	(28)	127	99
Balances at 31 March 2024	4,283	1,971	76,348	14,769	97,371
Profit for the year	-	-	8,221	-	8,221
Dividend paid (relating to 2023-24)	-	-	(1,024)	-	(1,024)
Other comprehensive income	-	-	6	5,068	5,074
Balances at 31 March 2025	4,283	1,971	83,551	19,837	1,09,642

Notes 1 to 40 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Thirumalai Chemicals Limited

CIN: L24100MH1972PLC016149

Vijay Vikram Singh

Partner

Membership No: 059139

Place : Hyderabad

Date : 16 May 2025

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Place : Chennai

Date : 16 May 2025

R.Pramodkumar

Company Secretary

(ACS: 47895)

Place : Chennai

Date : 16 May 2025

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities			
Profit before tax		10,451	4,841
Adjustments for:			
Depreciation and amortisation expense	3	3,390	3,418
Interest expense	27	4,448	4,357
Interest income	23	(394)	(1,435)
Dividend income from investments	23	(222)	(1,548)
Provision for employee benefits		321	294
Profit on sale of property, plant and equipment, net	23	(149)	(5)
Excess provisions/ sundry balances written back (net)	23	(322)	(50)
Unrealised forex (gain), net		(708)	(296)
Loss/ (Gain) on fair valuation of derivatives		497	(4)
Financial guarantee commission	23	(1,336)	(295)
Discount receivable	6	(164)	(231)
Operating profit before working capital changes		15,812	9,046
Movements in working capital:			
Changes in trade and other receivables		(6,934)	(7,232)
Changes in inventories		5,343	7,583
Changes in other financial assets		(2,397)	(1,105)
Changes in other assets		6,172	7,430
Changes in trade and other payables		(5,340)	975
Changes in provisions & other liabilities		(304)	(2,689)
Changes in other financial liabilities		305	(497)
Cash generated from operations		12,657	13,511
Direct tax paid (net)		(2,177)	(607)
Net cash generated from operating activities		10,480	12,904
B. Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		229	8
Capital expenditure on property, plant & equipment, capital work in progress and intangible assets including capital advances		(1,260)	(1,581)
Interest received		308	1,435
Purchase of non-current investments		-	(544)
Investment in subsidiaries		(46,053)	(4,808)
Proceeds from sale/ (purchase) of mutual funds (net)		3,409	(3,397)
Dividend received		210	1,548
Loan repaid by/ (given to) subsidiary company		(5,400)	20,778
Movement in balances with bank other than those mentioned in cash & cash equivalents		15	6,237
Net cash (used in)/generated from investing activities		(48,542)	19,676

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
C. Cash flow from financing activities			
Repayment of borrowings	15	(56,172)	(40,990)
Proceeds from borrowings	15	89,984	25,518
Payment of lease liabilities	34	(368)	(273)
Interest paid including other borrowing cost	15	(4,300)	(4,128)
Dividend paid	14	(1,024)	(1,536)
Net cash generated from / (used in) financing activities		28,120	(21,409)
D. Net cash (outflows) / inflows during the year		(9,942)	11,171
E. Cash and cash equivalents at the beginning of the year	11	15,975	4,487
F. Effect of exchange rate fluctuations on foreign currency cash and cash equivalents		343	317
G. Cash and cash equivalents at the end of the year	11	6,376	15,975
Cash and cash equivalents comprise of:			
Cash on hand		3	3
Balances with banks - in current accounts		6,373	6,417
Deposit accounts (with original maturity less than 3 months)		-	9,555
Cash and cash equivalents	11	6,376	15,975

Notes 1 to 40 form an integral part of these standalone financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Thirumalai Chemicals Limited

CIN: L24100MH1972PLC016149

Vijay Vikram Singh

Partner

Membership No: 059139

Place : Hyderabad

Date : 16 May 2025

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Sanjay Sinha

Chief Executive Officer

Place : Chennai

Date : 16 May 2025

R.Pramodkumar

Company Secretary

(ACS: 47895)

Place : Chennai

Date : 16 May 2025

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

1 General Information

Thirumalai Chemicals Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company's principal activities are manufacturing and selling chemicals. The shares of the Company are listed on stock exchanges in India. The Company has its registered office at Thirumalai House, Plot No. 101-102, Road No. 29, Sion(East), Mumbai - 400 022, India and factories at (1) 25-A Sipcot Industrial Complex, Ranipet - 632 403, Tamil Nadu, India; (2) 16&17, Engineering SEZ, Sipcot Industrial Complex, Phase III, Ponnai Road, Ranipet - 632 405, Tamil Nadu, India (3), Plot No.D-2/CH/171B, GIDC Estate, Dahej, Phase-II, Tal.Vagra, Bharuch, Gujarat-392 130, India.

These financial statements were authorized for issue by the Company's Board of Directors on 16 May 2025.

Material accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the Company.

2.2 Functional and presentation currency

The financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. All amounts have been rounded off to the nearest lakhs, except share data and as otherwise stated.

2 Summary of material accounting policies

2.1 Basis of preparation of financial statements

The standalone financial statements of the Company have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 as notified under section 133 of Companies Act, 2013 (the "Act") and other relevant provisions of the Act.

These financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial assets and financial liabilities (including derivative instruments), which are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. For the business of manufacturing and trading of chemicals, based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle up to twelve months for the purpose of current – non-current classification of assets and liabilities. Operating cycle for the other business activities of the Company covers the duration of the specific project or contract or service and extends up to the realisation of receivables within the agreed credit period normally applicable to such lines of business.

2.3 Critical accounting estimates, assumptions and judgements

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of property, plant and equipment ('PPE') and intangible assets

Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes, expected level of usage and product life-cycle. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

(ii) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Provisions and contingencies

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

(iv) Recognition of property, plant and equipment (PPE) and Capital work in progress

Significant level of judgement is involved in assessing whether the expenditure incurred meets the recognition criteria under Ind AS 16 Property, Plant and Equipment. Also estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

(v) Contract assets

The measurement of material and contract costs involves identification of costs specific to this project and estimation of percentage of completion based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion.

(vii) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

2.4 Foreign currency transaction

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities, denominated in a foreign currency, are translated at the exchange rate prevailing on the Balance Sheet date and the resultant exchange gains or losses are recognised in the Statement of Profit and Loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

2.5 Revenue from contracts with customers

To determine whether to recognise revenue from contracts with customers, the Company follows a 5-step process:

- 1 Identifying the contract with customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation except where this would not be representative of the stage of completion. The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:

- (i) the customer simultaneously consumes the benefit of Company's performance or
- (ii) the customer controls the asset as it is being created/enhanced by the Company's performance or

- (iii) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents.

In all other cases, performance obligation is considered as satisfied at a point in time

Significant judgments are used in determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of chemicals

Revenue from sale of chemicals is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Income from wind operated generators

Revenue from sale of power is recognised on the basis of electrical units generated and transmitted to the grid of Electricity Board which coincides with completion of performance obligation as per the agreement. Revenue is recognised using the transaction price as stipulated in the agreement with the customer.

(iii) Income from operating lease

Rental income from operating leases is recognised on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(iv) Sale of scrap

Revenue from sale of scrap is recognised as and when the control over the goods is transferred.

(v) Export benefits

Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating income.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

(vi) Revenue from construction/project related activity

Cost plus contracts: Revenue from cost plus contracts is recognised over time and is determined with reference to the extent performance obligations have been satisfied. The amount of transaction price allocated to the performance obligations satisfied represents the recoverable costs incurred during the period plus the margin as agreed with the customer.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in statement of profit and loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability.

Contract assets : A contract asset is initially recognised for cost incurred with respect to engineering and construction services because these costs (1) relate directly to the contract, (2) enhance the resources of the reporting entity to perform under the contract and relate to satisfying a future performance obligation, and (3) are expected to be recovered. Upon completion of the service and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables. Contract assets are subject to impairment assessment.

2.6 Recognition of Dividend Income, Interest income or expense

Dividend income is recognised when the unconditional right to receive the income is established. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2.7 Property, plant and equipment and intangible assets

(i) Plant and equipment

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses.

Major shutdown and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset. Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when

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(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses.

The components of assets are capitalized only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets.

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight, professional fees, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as "capital work-in-progress".

(ii) Land

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated.

(iii) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

(iv) Impairment testing of intangible assets and property, plant and equipment

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(v) Depreciation and amortisation

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by Management based on technical evaluation and advice. The residual value is generally assessed

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(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Management's estimates of the useful life of various categories of fixed assets where estimates of useful life are lower than the useful life specified in Part C of Schedule II to the Companies Act, 2013 are as under:

Category of fixed assets	As Per Schedule II	Management estimate
Specific laboratory equipments	10 years	5 years
Office equipments (mobile phones)	5 years	2 years
Catalyst	15 years	36 months

2.8 Leases

(a) Company as a lessee

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (ROU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease

incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

(b) Company as a lessor

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

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2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss or amortised cost.

Financial instruments are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognised at its fair value except for trade receivable. Trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

- a. Amortised cost
- b. Fair value through other comprehensive income (FVOCI) or
- c. Fair value through profit and loss (FVTPL)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(a) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(b) Financial asset at fair value through other comprehensive income (FVOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These selections are made on an instrument-by-instrument (i.e., share-by-share) basis. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

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(c) Financial asset at fair value through profit and loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in profit and loss.

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss:

This category are primarily derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognised initially at fair value and attributable transaction costs are recognised in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and

the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ current liabilities, if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

Classification and subsequent measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses

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are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss

Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified party fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks on behalf of the Subsidiaries to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

2.10 Inventories

(i) Raw materials

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of

manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

2.11 Post-employment benefits and short-term employee benefits

(a) Defined contribution plan

Contribution to Provident Fund in India are in the nature of defined contribution plan and are made to a recognised fund. Contribution to Superannuation Fund is in the nature of defined contribution plan and is remitted to insurance company in accordance with the scheme framed by the Corporation. The Company has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund

The Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due.

(ii) Other funds

The Company's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities

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operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(iii) Superannuation fund

Contribution made towards Superannuation Fund (funded by payments to an insurance company) which is a defined contribution plan, is charged as expenses on accrual basis. There are no obligations other than the contribution made to respective fund.

(b) Defined benefit plan

Under the Company's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary.

The defined benefit plans are as below

(i) Gratuity

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Company estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to government securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability.

Service cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences

The Company also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

2.12 Earnings per equity share

Basic earnings per equity share is calculated by dividing the total profit for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.13 Contingent liabilities and provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote.

The Company does not recognise contingent assets unless the realization of the income is virtually certain, however these are assessed continually to ensure that the developments are appropriately disclosed in the financial statements.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

2.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of 3 months or less, as applicable.

2.15 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base

of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.16 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

under Companies (Indian Accounting Standards) Rules as issued from time to time. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement given below:

a) Ind AS 116- Leases

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains. The Company has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

b) Ind AS 117- Insurance contracts

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. The effective date for adoption of this amendment is annual

periods beginning on or after 01 April 2024. The Company has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

c) Ind AS 21- The Effects of Changes in Foreign Exchange Rates

Ministry of Corporate Affairs (MCA), via notification dated 7th May 2025, announced amendments to the Companies (Indian Accounting Standards) Rules, 2015 which come into effect from the date of publication. The key amendments include the definition of whether a currency is exchangeable, and the process by which an entity should assess this exchangeability, guidance on how an entity should estimate a spot exchange rate in cases where a currency is not exchangeable and additional disclosures in cases where an entity has estimated a spot exchange rate due to a lack of exchangeability. The Company has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Intangible assets, Capital work-in- progress and Right of use assets

Particulars	Property, plant and equipment										Capital work-in-progress	Right of use assets	Intangible assets
	Freehold land	Buildings and Roads	Plant and equipment	Wind operated generators	Furniture and fixtures	Vehicles	Office equipment	Computer equipments	Total				
Gross block													
As at 01 April 2023	7,074	2,771	40,539	571	160	148	170	193	51,626	1,234	1,995		117
Additions	-	-	145	-	2	28	12	24	211	1,294	902		5
Transfer on capitalisation	-	115	1,938	-	-	-	-	-	2,053	(2,053)	-		-
Disposals	-	-	(3,257)	-	(3)	(13)	-	-	(3,273)	-	(38)		-
As at 31 March 2024	7,074	2,886	39,365	571	159	163	182	217	50,617	475	2,859		122
Additions	194	-	138	-	2	-	10	5	348	847	46		8
Transfer on capitalisation	-	18	726	-	-	-	-	-	744	(744)	-		-
Disposals	-	-	(324)	-	-	-	-	-	(324)	-	-		-
As at 31 March 2025	7,268	2,904	39,905	571	161	163	192	222	51,385	578	2,905		130
Accumulated depreciation / amortisation													
Up to 01 April 2023	-	561	10,892	245	82	64	93	107	12,044	-	487		108
Depreciation/ amortisation for the year	-	257	2,769	35	12	21	23	44	3,161	-	253		4
Reversal on disposal of assets	-	-	(3,257)	-	(1)	(12)	(1)	-	(3,271)	-	(1)		-
Up to 31 March 2024	-	818	10,404	280	93	73	115	151	11,934	-	739		112
Depreciation/ amortisation for the year	-	200	2,722	35	13	19	21	39	3,049	-	334		7
Reversal on disposal of assets	-	-	(244)	-	-	-	-	-	(244)	-	-		-
Up to 31 March 2025	-	1,018	12,882	315	106	92	136	190	14,739	-	1,073		119
Net block													
As at 31 March 2024	7,074	2,067	28,961	291	66	90	67	66	38,683	475	2,120		10
As at 31 March 2025	7,268	1,886	27,023	256	55	71	56	32	36,646	578	1,832		11

Notes:

- Of the above, both movable & immovable property, plant and equipment of the Company has been pledged as collateral for the Company's term loan (Also, refer note 15).
- For contractual commitment with respect to property, plant and equipment, refer note 34(b).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

- (iii) The lease liabilities arising out of addition to Right of use asset has been fully paid at the inception of the respective leases, other than those mentioned in note 16.
- (iv) Refer note 34 (v) for class of underlying right of use assets.
- (v) With respect to property, plant and equipment amounting to ₹ 9,068 lakhs (included above) located on Dahej, the management has done a detailed evaluation on the recoverability of the said property, plant and equipment during the current year ended 31 March 2025 considering it as a separate Cash Generating Unit (CGU). The increased downtime and non-operational hours coupled with reduced margins recorded, indicated that the carrying amounts of the related property, plant and equipment may be impaired. Consequently, the Company has performed an impairment assessment on the property, plant and equipment by estimating the recoverable amounts. Estimating the value-in-use ("VIU") requires the Company to make an estimate of the expected future cash flows, which include the revenue, from the continuing use of the asset, and discounted at an appropriate rate to reflect the current market assessments of the time value of money and the risks specific to the asset for which the cash flow estimates have not been adjusted. The discount rate applied to the cash flow projections is 14.55%. The recoverable amount of the PPE is determined from VIU calculation based on cash flow forecasts for the remaining estimated useful life of the plant.
- (vi) Title Deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

Disclosure with respect to capital work-in-progress

i) As at 31 March 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	578	-	-	-	578
(ii) Projects temporarily suspended	-	-	-	-	-
Total	578	-	-	-	578

ii) As at 31 March 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	336	23	116	-	475
(ii) Projects temporarily suspended	-	-	-	-	-
Total	336	23	116	-	475

4 Investments

	As at 31 March 2025	As at 31 March 2024
I. Non-current investments		
a) Investments at cost		
Investments in equity instruments of subsidiaries - unquoted		
Cheminvest Pte Limited, Singapore	5,428	5,428
(Representing 100% equity share capital of subsidiary) (refer note (i) below)		
8,000,000 (31 March 2024: 8,000,000) equity shares of US\$ 1 each fully paid up		

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

	As at 31 March 2025	As at 31 March 2024
Optimistic Organic Sdn Bhd, Malaysia		
(Representing 15.80% equity share capital of step down subsidiary) (refer note (ii) below)	3,083	3,083
2,302,814 equity shares of US\$ 2.09 each fully paid up		
TCL Global B.V. Netherlands		
(Representing 94.32% equity share capital of subsidiary) (refer note (iii) and (iv) below)	61,216	18,663
382,080 (31 March 2024: 250,000) equity shares of Euro 0.10 each fully paid up		
TCL Intermediates Private Limited		
(Representing 100% equity share capital of subsidiary) (refer note (v) below)	23,300	19,800
23,30,00,000 (31 March 2024: 19,80,00,000) equity shares of ₹ 10 each fully paid up		
A	93,027	46,974

- (i) During the previous year ended 31 March 2024, the Company had converted loan given to Cheminvest Pte Limited into equity shares amounting to USD 20,00,000 (₹ 1,643 lakhs), a wholly owned subsidiary in Singapore.
- (ii) 84.20% Equity share capital of Optimistic Organic Sdn Bhd, Malaysia (Step down subsidiary) is held by Cheminvest Pte Limited (wholly owned subsidiary), resulting in 100% beneficial ownership by the Company.
- (iii) During the year ended 31 March 2025, the Company made further investment of USD 5,02,09,668 (₹ 42,553 Lakhs) (31 March 2024: USD NIL (₹ Nil Lakhs)) in TCL Global B.V., a wholly owned subsidiary located in Amsterdam, the Netherlands. This is for the purpose of onward equity infusion in TCL Specialties LLC via TCL Global B.V. and TCL Inc. for construction of manufacturing plant in the US by TCL Specialties LLC.
- (iv) During the year ended 31 March 2025, Cheminvest Pte Limited converted loan given to TCL Global B.V. into equity shares amounting to USD 10.11 million (₹ 8,656 lakhs). Therefore, 5.68% Equity share capital of TCL Global B.V. Netherlands (Subsidiary) is held by Cheminvest Pte Limited (wholly owned subsidiary), resulting in 100% beneficial ownership by the Company.
- (v) During the year ended 31 March 2025, the Company made further investment of ₹ 3,500 lakhs (31 March 2024 ₹ 4,800 lakhs) in TCL Intermediates Private Limited, a wholly owned subsidiary located in Dahej, Gujarat, India. This is for the purpose for funding the construction of its manufacturing facility.

	As at 31 March 2025	As at 31 March 2024
b) Other investments		
On account of fair valuation of financial guarantee given to subsidiaries (Refer note 33 a (ii))		
TCL Specialties LLC	1,532	888
TCL Intermediates Private Limited	575	464
B	2,107	1,352

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

	As at 31 March 2025	As at 31 March 2024
c) Investments designated at FVOCI		
Investments in equity instruments		
Quoted		
5,000 (31 March 2024: 5,000) equity shares of Neyveli Lignite Corporation Limited at ₹ 10 each fully paid up	12	11
1,410 (31 March 2024: 1,410) equity shares of Piramal Enterprises Limited at ₹ 2 each fully paid up	14	12
500 (31 March 2024: 500) equity shares of Tata Power Limited at ₹ 1 each fully paid up	2	2
41,98,837 (31 March 2024: 41,98,837) equity shares of Ultramarine and Pigments Limited at ₹ 2 each fully paid up	19,932	13,915
C	19,960	13,940
Total non-current investments	A + B+C	62,266
Aggregate amount of:		
- Quoted investments and market value thereof	19,960	13,940
- Unquoted investments	95,134	48,326
Extent of investment in subsidiaries		
Cheminvest Pte Limited, Singapore	100%	100%
Optimistic Organic Sdn Bhd, Malaysia (also refer note 4(l)(a)(iii))	15.80%	15.80%
TCL Global B.V., Netherlands (also refer note 4(l)(a)(iii) and 4(l)(a)(iv))	94.32%	100%
TCL Intermediates Private Limited	100%	100%
II. Current investments		
a) Investments in mutual funds designated at FVTPL		
Unquoted		
SBI Liquid Fund- Direct Plan -(Current year Nil; Previous year 73,334 units)	-	1,261
ICICI Prudential Ultra Short Term Fund-(Current year Nil; Previous year 3,80,158 units)	-	1,359
HDFC Ultrashort Term Fund-(Current year Nil; Previous year 16,380 units)	-	777
Total current investments	-	3,397
Aggregate amount of:		
- Unquoted investments and market value thereof;	-	3,397

III. Disclosure under rule 11(e) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

Name of the Company	Classification
Thirumalai Chemicals Limited	Funding Party
TCL Global B.V.	Intermediary 1
TCL Inc.	Intermediary 2
TCL Specialities LLC	Ultimate Beneficiary

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

a) Details of Investment from Funding Party to Intermediary 1

Date	EUR	₹ in lakhs	Investments towards
13-Aug-19	25,000	20	Share Capital

Date	USD	₹ in lakhs	Investments towards
23-Mar-20	50,000	38	Further investment in Equity in Ultimate beneficiary through Intermediary 1 and Intermediary 2
15-Jul-20	2,00,000	151	
11-Dec-20	5,00,000	369	
02-Jun-21	50,00,000	3,660	
06-Sep-21	32,50,000	2,377	
24-Sep-21	32,50,000	2,397	
27-Oct-21	30,00,000	2,250	
29-Dec-21	20,00,000	1,502	
03-Mar-22	20,00,000	1,506	
07-Apr-22	10,00,000	760	
06-May-22	44,99,985	3,442	
06-May-22	2,50,015	192	
04-Sep-24	29,80,097	2,506	
27-Sep-24	29,89,290	2,505	
28-Oct-24	59,50,228	5,009	
21-Nov-24	1,18,47,457	10,035	
04-Dec-24	59,32,359	5,028	
18-Dec-24	1,76,22,270	14,968	
29-Jan-25	28,87,967	2,502	
	7,52,09,668	61,197	

b) Details of Loan from Funding Party to Intermediary 1

Date	USD	₹ in lakhs	Amount towards
25-Nov-22	2,50,00,000	20,393	Loan for further lending to Intermediary 2

c) Details of Loan repaid to Funding Party by Intermediary 1

Date	USD	₹ in lakhs	Amount towards
14-Sep-23	2,50,00,000	20,778	Loan repaid

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

d) Details of Investment from Intermediary 1 to Intermediary 2

Date	USD	Investments towards Share Capital
24-Feb-20	1,000	Further investment in Equity of Ultimate beneficiary through Intermediary 2
30-Mar-20	1,000	
31-Mar-20	49,000	
17-Jul-20	1,00,000	
20-Jul-20	1,00,000	
17-Dec-20	1,00,000	
18-Dec-20	4,00,000	
04-Jun-21	20,00,000	
07-Jun-21	20,00,000	
08-Jun-21	10,00,000	
09-Sep-21	20,00,000	
10-Sep-21	12,50,000	
28-Sep-21	20,00,000	
29-Sep-21	12,50,000	
28-Oct-21	10,00,000	
29-Oct-21	20,00,000	
03-Jan-22	20,00,000	
09-Mar-22	10,00,000	
10-Mar-22	10,00,000	
11-Apr-22	10,00,000	
16-May-22	30,00,000	
17-May-22	17,50,000	
05-Sep-24	29,80,097	
30-Sep-24	29,89,290	
29-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
19-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
	7,52,10,668	

e) Details of Loan from Intermediary 1 to Intermediary 2-

Date	USD	Amount towards
30-Nov-22	2,50,00,000	Loan for further lending to ultimate beneficiary

f) Details of Loan repaid by Intermediary 2 to Intermediary 1

Date	USD	Amount towards
14-Sep-23	2,50,00,000	Loan repaid

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

g) Details of Investment from Intermediary 2 to Ultimate Beneficiary

i) Towards Share Capital

Date	USD	Remarks
01-Apr-20	50,000	Amount received as Capital Contribution from funding party through intermediaries
30-Jul-20	1,98,434	
22-Dec-20	50,000	
28-Dec-20	4,45,000	
09-Jun-21	50,00,000	
15-Sep-21	32,50,000	
30-Sep-21	32,50,000	
29-Oct-21	30,00,000	
05-Jan-22	20,00,000	
15-Mar-22	19,86,566	
11-Apr-22	10,00,000	
18-May-22	47,50,000	
09-Sep-24	29,80,097	
03-Oct-24	29,89,290	
30-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
20-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
	7,51,89,668	

ii) Loan received

Date	USD	Amount towards
30-Nov-22	2,50,00,000	The funding party, through intermediaries, provided a loan for carrying out construction activities by the ultimate beneficiary.

iii) Loan repaid

Date	USD	Amount towards
12-Sep-23	2,50,00,000	Loan repaid

Notes:

- The management certifies that relevant provisions of the Foreign Exchange Management Act, 1999 and Companies Act, 2013 have been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.
- During the year ended 31 March 2025, the company had provided Corporate Guarantee to an amount of ₹ 2,140 lakhs (USD 2.5 million) (31 March 2024: ₹ 61,235 lakhs (USD 73.45 million)) to TCL Specialties LLC and ₹ 8,027 lakhs (31 March 2024: ₹ 45,200 lakhs) to TCL Intermediates Private Limited. Also refer note no. 34 a (ii).
- The investments made during the year by the funding party to intermediary 1 are from borrowed funds from various banks (Also, refer Note 15).
- Other than those disclosed above i) no funds have been advanced or loaned or invested by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- Other than those disclosed above, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

5 Loans (measured at amortised cost)

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Unsecured, considered good				
Loans and advances to subsidiary company (Refer note 32 (c))				
Loan to TCL Intermediates Private Limited*	-	5,486	-	-
	-	5,486	-	-

*During the year ended 31 March 2025, the Company has given loan amounting to ₹5400 lakhs to TCL Intermediates Pvt Ltd, a wholly owned subsidiary in India, at an interest rate of 10%- 11% for the purpose of funding the construction of its manufacturing facility and to meet initial working capital requirements.

6 Other financial assets (Unsecured, considered good unless and otherwise stated)

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Security deposits				
- Unsecured, considered good	362	-	431	-
- Deposits which have significant increase in credit risk	18	-	18	-
Less: Allowances for expected credit loss	(18)	-	(18)	-
Staff advances	-	143	-	42
Receivable from supplier	-	164	-	231
Derivative asset	-	-	-	4
Unbilled revenue (Refer note 32 (c))	-	4,165	-	1,495
Others	-	89	-	159
	362	4,561	431	1,931

Notes:

- There are no financial assets due from directors or other officers of the Company.
- The carrying amount of cumulative other financial assets are considered as a reasonable approximation of fair value and adequate allowances for losses have been provided.
- A description of the Company's financial instrument risks, including risk management objectives and policies are given in note 21.

7 Income tax

I. Income tax assets (net)	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Taxes paid in advance (net)	503	-	465	145
	503	-	465	145

II. Current tax liabilities (net)	As at 31 March 2025	As at 31 March 2024
Income tax liabilities (net)	-	89
	-	89

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

7 Income tax (Contd.)

	Year ended 31 March 2025	Year ended 31 March 2024
III. Amounts recognised in profit or loss		
Current tax		
Current period	2,195	1,127
Total current tax expense	2,195	1,127
Deferred tax attributable to		
Origination and reversal of temporary differences	35	84
Total deferred tax expense/ (benefit)	35	84
Income tax expense	2,230	1,211

IV. Amounts recognised in other comprehensive income

	As at 31 March 2025			As at 31 March 2024		
	Before tax	Tax	Net of tax	Before tax	Tax	Net of tax
- Re-measurements of defined benefit plan	8	(2)	6	(37)	9	(28)
-Equity instruments through other comprehensive income	6,020	(952)	5,068	152	(26)	126
	6,028	(954)	5,074	115	(17)	98

V. Reconciliation of effective tax rate

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Company at 25.17% (2023-24: 25.17%) and the reported tax expense in the statement of profit and loss are as follows:

	Year ended 31 March 2025		Year ended 31 March 2024	
Profit before tax		10,451		4,841
Tax using the Company's domestic tax rate	25.17%	2,631	25.17%	1,219
Effect of:				
Income exempt from tax	-0.68%	(71)	-0.37%	(18)
Expenses disallowed for tax purpose	0.70%	73	1.90%	92
Prior period tax expense	-0.93%	(97)	0.00%	-
Others	-2.93%	(306)	-1.69%	(82)
Effective tax rate	21.33%	2,230	25.00%	1,211

VI. Recognised deferred tax assets and liabilities

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets)/ liability	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Provisions - employee benefits	(436)	(404)	-	-	(436)	(404)
Provisions - others	(356)	(287)	-	-	(356)	(287)
Property, plant and equipment	-	-	3,308	3,181	3,308	3,181
Fair valuation of equity instruments	-	-	3,488	2,524	3,488	2,524
Deferred tax (assets)/ liabilities	(792)	(691)	6,796	5,705	6,004	5,014

In assessing the recoverability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced. All deferred tax assets have been recognized in the balance sheet.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

8 Other assets

Unsecured, considered good	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
a) Capital advances	-	-	69	-
b) Advances other than capital advances				
i) Supplier advances	-	576	-	1,591
c) Security deposits	-	81	-	80
d) Others				
i) Balance with Government authorities	-	431	-	1,575
ii) Contract asset (Also refer note 22)	-	1,412	-	5,167
iii) Prepaid expenses	125	173	165	321
iv) Others	-	-	-	71
	125	2,673	234	8,805

- a) All of the Company's other current and non-current assets have been reviewed for indicators of impairment, and no allowances for losses is required to be provided.

9 Inventories

	As at 31 March 2025	As at 31 March 2024
(valued at lower of cost and net realisable value)		
Raw materials	10,212	15,169
Work-in-progress	1,840	1,705
Finished goods	2,759	3,220
Stock-in-trade	37	60
Stores and spares	1,286	1,226
Fuel	175	176
Packing materials	125	118
Less: Provision for inventory obsolescence	(111)	(8)
	16,323	21,666
Notes:		
(i) Goods-in-transit included above are as below :		
a. Raw materials	105	201
b. Finished goods	1,366	1,860
c. Fuel	-	-
(ii) The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Company's policy.		

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Trade receivables

	As at 31 March 2025	As at 31 March 2024
Current		
Unsecured		
(a) Considered good	23,421	16,498
(b) Trade Receivables – credit impaired	1,012	1,012
	24,433	17,510
Allowance for expected credit loss:		
(a) Trade Receivables – credit impaired	(1,012)	(1,012)
	(1,012)	(1,012)
Net trade receivables	23,421	16,498
Notes:		
(i) Of the above, trade receivables from related parties are as below:		
Trade receivable from related parties (Also, refer note 32 (c))	6,585	1,771
Expected credit loss	-	-
Net trade receivables from related parties	6,585	1,771

(ii) Movement in allowance for expected credit loss

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	1,012	1,012
Amounts written off	-	-
Allowance during the year	-	-
Reversal during the year	-	-
Balance at the end of the year	1,012	1,012

(iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The carrying amount of the current trade receivable is considered a reasonable approximation of fair value as it is expected to be collected within twelve months.

(iv) The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 21.

Trade receivables ageing as on 31 March 2025

Particulars	Outstanding for the following period from the due date						Total
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	18,028	5,310	23	-	3	57	23,421
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	1,012	1,012
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	18,028	5,310	23	-	3	1,069	24,433

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Trade receivables (Contd.)

Trade receivables ageing as on 31 March 2024

Particulars	Outstanding for the following period from the due date						Total
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	12,374	3,980	25	3	116	-	16,498
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	1,012	1,012
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	12,374	3,980	25	3	116	1,012	17,510

11 Cash and bank balances

	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents		
Balance with banks in current accounts	6,373	6,417
Cash on hand	3	3
Deposit accounts (with original maturity less than 3 months)	-	9,555
Cash and cash equivalents as per statement of cash flows	6,376	15,975
Bank balances other than mentioned in cash and cash equivalents		
Unpaid dividend (Also, refer note (i) below)	117	135
Balances with bank held as margin money	29	26
	146	161
Total	6,522	16,136

- (i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

12 Equity share capital

	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity shares of ₹ 1 each	15,00,00,000	1,500	15,00,00,000	1,500
Unclassified shares of ₹ 10 each	1,00,00,000	1,000	1,00,00,000	1,000
	16,00,00,000	2,500	16,00,00,000	2,500
Issued				
Equity shares of ₹ 1 each	10,24,28,120	1,024	10,24,28,120	1,024
	10,24,28,120	1,024	10,24,28,120	1,024
Subscribed and fully paid-up				
Equity shares of ₹ 1 each	10,23,88,120	1,024	10,23,88,120	1,024
Add: Amount paid up on forfeited shares (Also, refer note e)	40,000	-	40,000	-
	10,24,28,120	1,024	10,24,28,120	1,024

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

a) There is no change in issued and subscribed share capital during the year.

b) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 1 per share. The Company declares and pays dividends in Indian Rupees (₹). The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, which is approved by the Board of Directors. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportional to the number of equity shares held by the shareholders.

c) Shareholders holding more than 5% of the aggregate shares in the Company

	As at 31 March 2025		As at 31 March 2024	
	Number	% holding	Number	% holding
Equity shares of ₹ 1 each				
Ultramarine and Pigments Limited	2,04,51,770	19.97%	2,04,51,770	19.97%
Jasmine Limited	67,71,880	6.61%	67,71,880	6.61%
	2,72,23,650	26.58%	2,72,23,650	26.58%

d) Disclosure of shareholding of promoters

Promoter name	As at 31 March 2025			As at 31 March 2024		
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Ultramarine & Pigments Limited	2,04,51,770	19.97%	0.00%	2,04,51,770	19.97%	0.00%
Jasmine Limited	67,71,880	6.61%	0.00%	67,71,880	6.61%	0.00%
Sujata Sampath Family Trust	29,50,155	2.88%	0.00%	29,50,155	2.88%	0.19%
Sampath Family Trust	29,50,155	2.88%	0.00%	29,50,155	2.88%	0.19%
Parthasarathy Rangaswamy	91,961	0.09%	12.5%	80,681	0.08%	16.12%
Bhooma Parthasarathy	39,200	0.04%	0.00%	39,200	0.04%	100.00%
Indira Sundarajan	18,74,210	1.83%	0.00%	18,74,210	1.83%	0.00%
Tara Parthasarathy	8,555	0.01%	-98.61%	7,39,005	0.72%	0.91%
Meera Parthasarathy	-	0.00%	-100.00%	6,90,850	0.67%	-0.27%
Vidhya S	4,78,130	0.47%	0.00%	4,78,130	0.47%	0.00%
Varadharajan S	4,35,205	0.42%	0.00%	4,35,205	0.42%	0.00%
Ramya Bharathram	3,38,920	0.33%	0.00%	3,38,920	0.33%	1.53%
Narayan S	1,10,500	0.11%	-31.25%	1,61,000	0.16%	-42.40%
Deepa Ajay	10,000	0.01%	-75.00%	40,000	0.04%	-72.66%
Sundararajan V S	58,730	0.06%	0.00%	58,730	0.06%	0.00%
Uttara B	40,000	0.04%	0.00%	40,000	0.04%	0.00%
Sampath R	36,000	0.04%	0.00%	36,000	0.04%	0.00%
Bharathram V	30,000	0.03%	50.00%	20,000	0.02%	0.00%
Sujata Sampath	10,000	0.01%	0.00%	10,000	0.01%	0.00%
Vidya Family Trust	9,750	0.01%	0.00%	9,750	0.01%	0.00%
Ramya Family Trust	8,800	0.01%	0.00%	8,800	0.01%	0.00%
R Parthasarathy Family Trust	23,98,330	2.34%	0.00%	23,98,330	2.34%	0.00%

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

d) Disclosure of shareholding of promoters (Contd.)

Promoter name	As at 31 March 2025			As at 31 March 2024		
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Bhooma Parthasarathy Family Trust	23,33,950	2.28%	0.00%	23,33,950	2.28%	0.00%
Rangaswamy Parthasarathy HUF	5,500	0.01%	0.00%	5,500	0.01%	100.00%
Meera Parthasarathy Family Trust	6,90,850	0.67%	100.00%	-	0.00%	0.00%
Tara Parthasarathy Family Trust	7,30,450	0.71%	100.00%	-	0.00%	0.00%
Gayathri Pravin	27,318	0.03%	0.00%	27,318	0.03%	100.00%
	4,28,90,319	41.89%		4,29,49,539	41.95%	

- e) The Company had forfeited 40,000 equity shares of ₹ 1 each (31 March 2024: 40,000 equity shares of ₹ 1 each) on which amount originally paid up was ₹ 22,500.
- f) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and there were no buy back of shares during the last 5 years immediately preceding 31 March 2025.
- g) Details of dividend declared:

	Year ended 31 March 2025	Year ended 31 March 2024
Date of meeting of board of directors	15-May-24	17-May-23
Dividend per share	₹ 1.00	₹ 1.50
Cash outflow in lakhs	1,024	1,536

13 Capital management policies and procedures

The Company's capital management objectives are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company maintains a mixture of cash and cash equivalents, long-term debt and short-term committed facilities that are designed to ensure the Company has sufficient available funds for business requirements. There are no imposed capital requirements on the Company, whether statutory or otherwise.

The Company monitors capital using a ratio of 'net debt' to 'equity'. Net Debt is calculated as total borrowings (shown in note 15), less cash and cash equivalents.

The Company's net debt to equity ratio as at 31 March 2025 is as follows:

	As at 31 March 2025	As at 31 March 2024
Total borrowings	51,915	18,034
Less: Cash and cash equivalents	(6,376)	(15,975)
Net Debt	45,539	2,059
Total equity	1,10,666	98,395
Net Debt to equity ratio*	41.15%	2.09%

* The variance is majorly on account of term loans obtained during the current year. (Also, refer note 15).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Other equity

	As at 31 March 2025	As at 31 March 2024
I. Surplus		
(a) Securities premium	1,971	1,971
(b) General reserve	4,283	4,283
(c) Retained earnings	83,551	76,348
Total Surplus	89,805	82,602
II. Other reserves		
(d) Accumulated other comprehensive income	19,837	14,769
	19,837	14,769
III. Total other equity (I+II)	1,09,642	97,371
(a) Securities premium		
Balance at the beginning of the year	1,971	1,971
Add: Additions made during the year	-	-
Balance at the end of the year	1,971	1,971
Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.		
(b) General reserve		
Balance at the beginning of the year	4,283	4,283
Add: Additions made during the year	-	-
Balance at the end of the year	4,283	4,283
General reserve represents an appropriation of profits by the Company, which can be utilised for purposes such as dividend pay-out etc.		
(c) Retained earnings		
Balance at the beginning of the year	76,348	74,282
Add : Transfer from statement of profit and loss	8,221	3,630
Less : Transfer from other comprehensive income	6	(28)
Less : Final dividend	(1,024)	(1,536)
Balance at the end of the year	83,551	76,348
Retained earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc.		
(d) Equity instruments classified at FVTOCI		
Balance at the beginning of the year	14,769	14,642
Add: Movement during the year	5,068	127
Balance at the end of the year	19,837	14,769
The Company has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Company considers this to be more relevant.		

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

15 Borrowings

	As at 31 March 2025	As at 31 March 2024
Secured - measured at amortised cost		
Non-current borrowings		
Term loan from banks (refer note (i) and (ii) below)	43,905	5,027
Total	43,905	5,027
Less: Current maturities of long-term loan from banks	1,204	2,567
Non-current borrowings	42,701	2,460
Current borrowings		
Letter of credit bills discounted	-	1,620
Working Capital Demand Loan (WC DL) from bank	1,976	4,034
Invoice Bill Discounting	4,034	-
Inter-corporate loan	2,000	-
Preshipment loan	-	1,928
Buyers Credit from bank	-	5,425
Current maturities of long-term loan from banks	1,204	2,567
Current borrowings (as per balance sheet)	9,214	15,574
Total Borrowings	51,915	18,034

Notes:

i) As at 31 March 2025

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	19,808	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 30 November 2026 and ending on 31 August 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	19,816	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹100 lakhs, starting from 31 March 2027 and ending on 31 December 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-10%	2,475	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-11%	101	201

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

i) As at 31 March 2025 (Contd.)

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	9%-11%	501	1,003
Working Capital Demand Loan	Based on drawing power	First charge by way of hypothecation of current assets of the Company.	INR	9%-10%	-	1,976
Inter-corporate loan	Repayable within six months from the date of disbursement	NIL	INR	9.25%	-	2,000
Invoice Bill Discounting	Repayable within 180 days from the date of invoice	NIL	INR	9.50%	-	4,034
					42,701	9,214

ii) As at 31 March 2024

Particulars	Terms of repayment	Security	Currency	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	8%-9%	295	204
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	8%-9%	1,493	1,006
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 338 lakhs starting from 30 November 2020 and ending on 31 Aug 2025.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	8%-9%	672	1,357
Letter of credit bills discounted	Ranges from 60 days to one year	First charge by way of hypothecation of current assets of the Company.	INR	6%-9%	-	1,620
Working Capital Demand loan	Based on drawing power	First charge by way of hypothecation of current assets of the Company.	INR	9.75%	-	4,034
Preshipment loan	Ranges from 30 days to 180 days	First charge by way of hypothecation of current assets of the Company.	USD	6.47%	-	1,928
Buyers Credit	Ranges from 60 days to 150 days	First charge by way of hypothecation of current assets of the Company.	USD	5.79%	-	5,425
					2,460	15,574

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

iii) Reconciliation of movement of liabilities to cash flows arising from financing activities:

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	18,034	33,037
A) Changes from financing cash flows		
(i) Proceeds from borrowings	90,409	25,518
(ii) Transaction costs related to borrowings	(425)	-
(iii) Repayment of borrowings	(56,172)	(40,990)
(iv) Interest expense paid	(4,300)	(4,128)
Total changes from financing cash flows	29,512	(19,600)
B) Other changes		
(i) Interest expense accrued	4,369	4,326
(ii) Effect of changes in foreign exchange rates	-	271
Total other changes	4,369	4,597
Balance at the end of the year	51,915	18,034

16 Lease liabilities

	As at 31 March 2025	As at 31 March 2024
Current	327	243
Non current	279	606
	606	849

17 Provisions

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
(i) Gratuity	968	309	998	169
(ii) Compensated absences	282	172	373	67
	1,250	481	1,371	236

Provision for employee benefits

i) Gratuity

Gratuity is payable to all the employees at the rate of 15 days salary for each year of service. In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Provisions (Contd.)

The following table sets out the status of the Gratuity Plan and the amounts recognized in the financial statements :

	As at 31 March 2025	As at 31 March 2024
Change in present value of projected benefit obligation		
Present value of benefit obligation at the beginning of the year	1,167	1,048
Interest cost	84	77
Current service cost	107	89
Liability transferred in/(out)	1	(4)
Benefits paid	(74)	(80)
Actuarial (gain)/ loss	(8)	37
Projected benefit obligation at the end of the year	1,277	1,167
Thereof		
Unfunded	1,277	1,167
Components of net gratuity costs are:		
Current service cost	107	89
Interest cost	84	77
Net gratuity costs recognised in the income statement (Also, refer note 26)	191	166
Actuarial (gain)/ loss recognised in other comprehensive income	(8)	37
Principal actuarial assumptions used:		
a) Discount rate	6.65%	7.19%
b) Long-term rate of compensation increase	10.00%	10.00%
c) Average future service	7 years	7 years
d) Attrition rate	10.00%	10.00%
e) Mortality table	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Employee benefits - Maturity profile (undiscounted)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2025	309	146	298	1,333	2,086
31 March 2024	169	161	389	1,260	1,979

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Provisions (Contd.)

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability.

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	-0.50%
Impact on defined benefit obligation	(8)	9	(35)	37	36	(34)

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2024						
Sensitivity Level	0.50%	-0.50%	0.50%	-0.50%	0.50%	0.50%
Impact on defined benefit obligation	(6)	7	(31)	33	32	(31)

In presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

ii) Compensated absences

The Company permits encashment of compensated absences accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Company does not maintain any plan assets to fund its obligation towards compensated absences.

The principal actuarial assumptions used to determine the liability are same as disclosed for gratuity above.

18 Trade payables

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises (Also, refer note (b) below)	780	213
Total outstanding dues other than micro enterprises and small enterprises *	39,608	46,213
	40,388	46,426

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

a) Trade payables ageing as on 31 March 2025

Particulars	Outstanding for the following period from the due date					
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	255	459	50	16	-	780
(ii) Others	36,914	2,176	394	113	11	39,608
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	37,169	2,635	444	129	11	40,388

Trade payables ageing as on 31 March 2024

Particulars	Outstanding for the following period from the due date					
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	106	105	2	-	-	213
(ii) Others	29,216	16,851	125	8	13	46,213
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	29,321	16,956	127	8	13	46,426

To the best of the knowledge of the Management, there are no unbilled dues payable to any supplier or service provider except to the extent of estimated provisions included in the above.

b) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro and Small Enterprises under the said Act as follows :

	As at 31 March 2025	As at 31 March 2024
i) Principal amount remaining unpaid included in Trade payables	780	213
Principal amount remaining unpaid included in Capital creditors	-	7
ii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest due accrued and remaining unpaid at the end of each accounting year.	-	-
v) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

c) Supply chain financing

The Company participates in a supply chain financing arrangement (SCF) which is disclosed under trade payables under which its suppliers may elect to receive early payment of their invoice from a bank by factoring their receivable from the Company. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the Company and receives settlement from the Company at a later date.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

The Company has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor the original liability was substantially modified on entering into the arrangement. From the Company's perspective, the arrangement does not extend payment terms beyond the normal terms agreed and therefore discloses the amounts factored by suppliers within trade payables because the nature and function of the financial liability remain the same as those of other trade payables. All payables under SCF presented under Trade payables aggregating to ₹ 1,085 lakhs as at 31 March 2025 and ₹ 38,276 lakhs as at 31 March 2024 are classified as current, of which suppliers have received payment from finance provider aggregating to ₹ 719 lakhs as at 31 March 2025 (31 March 2024: ₹ 26,037 lakhs). The payment due dates for both SCF and comparable trade payables not part of SCF are 90- 120 days.

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Company and their principal nature remains operating – i.e. payments for the purchase of goods and services. The payments to a supplier by the bank are considered non-cash transactions.

19 Other financial liabilities

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Capital creditors	-	85	-	211
Employee related payables	-	695	-	695
Directors remuneration payable (Refer note 32 (c))	-	170	-	47
Unpaid dividend (Refer note 11)	-	117	-	135
Derivative liabilities	-	695	-	-
Financial guarantee contracts (Refer note 33 a (ii))	-	475	1,057	-
Other payables	-	2	-	-
	-	2,239	1,057	1,088

Notes:

- (i) Unpaid dividend included above represents amounts to be credited to the Investors Education and Protection Fund as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.
- (ii) The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 21.

20 Other current liabilities

	As at 31 March 2025	As at 31 March 2024
Deposits from service providers	88	77
Statutory dues	194	284
Revenue received in advance	299	337
Other payables	7	5
	588	703

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments

I. Financial instruments by category

	As at 31 March 2025			As at 31 March 2024		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial assets						
Investments						
- Equity instruments*	-	-	19,960	-	-	13,940
- Mutual funds	-	-	-	-	3,397	-
Loans	5,486	-	-	-	-	-
Trade receivables	23,421	-	-	16,498	-	-
Cash and bank balances	6,522	-	-	16,136	-	-
Foreign currency forward contracts	-	-	-	-	4	-
Other financial assets	4,923	-	-	2,358	-	-
Total financial assets	40,352	-	19,960	34,992	3,401	13,940

	As at 31 March 2025			As at 31 March 2024		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial liabilities						
Borrowings	51,915	-	-	18,034	-	-
Lease liabilities	606	-	-	849	-	-
Trade payables	40,388	-	-	46,426	-	-
Other financial liabilities	1,544	695	-	2,145	-	-
Total financial liabilities	94,453	695	-	67,454	-	-

*Represents the equity securities which are not held for trading, and for which the Company has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Company considers this to be more relevant.

Investments in subsidiaries are recorded at cost and have not been included in the disclosure above.

II. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table shows the levels within the hierarchy of financial assets/ liabilities measured at fair value

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

II. Fair value hierarchy (Contd.)

	As at 31 March 2025			
	Fair value measurement using			
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets / Liabilities measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	19,960	19,960	-	-
FVTPL financial investments				
Mutual funds	-	-	-	-
Derivative financial liabilities				
Forward contracts	695	-	695	-

	As at 31 March 2024			
	Fair value measurement using			
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	13,940	13,940	-	-
FVTPL financial investments				
Mutual funds	3,397	3,397	-	-
Derivative financial assets				
Forward contracts	4	-	4	-

Notes:

- (i) **Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV provided by the fund management company at the end of each reporting year.
- (ii) **Level 2:** If Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, the instrument is classified as level 2.
- (iii) **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.
- (iv) The Company has not disclosed the fair values for loans, cash and bank balances, trade receivables, other financial assets, trade payables, and other financial liabilities because their carrying amounts are a reasonable approximation to the fair value.
- (v) There have been no transfers between levels 1 and 2 during the year.

III. Financial risk management

The Company's activities expose it to market risk, credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. The Company's senior management which is supported by a Treasury team manages these risks. The Treasury team advises on financial risks and the appropriate financial risk governance framework in accordance with the

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd.)

Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by the Treasury Team that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

The notes below explain the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Investments, trade receivables, cash and bank balances, contract assets, loans, other financial assets	Ageing Analysis, Credit ratings	Diversification of bank deposits, and credit limits
Liquidity risk	Trade and other payables, other financial liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - interest rate	Long term Borrowings	Sensitivity analysis	Not applicable
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian Rupee (₹)	Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

A. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables, taking pre-emptive action on over due receivables.

Trade receivables, contract assets and loans

In respect of trade receivables, the Company is not exposed to any significant credit risk exposure with any single counterparty or any group of counterparties having similar characteristics other than those disclosed in note 10 and 5. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good.

Loss allowance for trade receivables are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Loans represent loans and advances extended to subsidiary Companies.

Cash and bank balances and investments

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings and the company is in the process of constantly evaluating the risks associated with the investment.

Other financial assets

Other financial assets mainly comprises of security deposits which are given to customers or other governmental agencies, receivable from insurance company & suppliers in relation to contracts executed and are assessed by the Company for credit risk on a continuous basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd.)

B. Liquidity risk

Liquidity risk is that the Company will not be able to meet its obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required. The treasury team's risk management policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements, including that which is required for meeting the projects of the company. The Company manages the liquidity risk by maintaining adequate cash reserves, committed credit facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The Company considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. Cash flows from trade receivables are all contractually due within 30 - 90 days based on the credit period.

The following are the remaining contractual maturities of financial liabilities at the reporting date:

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2025				
Borrowings	10,794	2,741	50,905	5,573
Lease Liabilities	185	189	291	-
Trade and other payables	40,388	-	-	-
Other financial liabilities	2,239	-	-	-
Total	53,606	2,930	51,196	5,573

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2024				
Borrowings	14,500	4,458	1,258	-
Lease Liabilities	152	168	665	-
Trade and other payables	46,426	-	-	-
Other financial liabilities	1,088	-	1,057	-
Total	62,166	4,626	2,980	-

C. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign exchange risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's main exposure to interest risk arises from long term borrowings with floating rate.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd.)

Interest rate sensitivity analysis

The table below summarises the impact of increase/decrease of the interest rates at the reporting date, on the Company's equity and profit for the period. The analysis is based on the assumption of +/- 1% change.

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
Term loan from bank	439	(439)	329	(329)

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2024				
Term loan from bank	50	(50)	38	(38)

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenues and purchases are denominated, and the functional currency of the Company. The functional currency of the Company is the Indian Rupee (₹). The currency in which these transactions are primarily denominated are in Indian Rupee (₹). Certain transactions are also denominated in US dollars (USD).

Derivative financial instruments

The Company holds foreign currency options / forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

	As at 31 March 2025	As at 31 March 2024
Financial assets		
Loans	-	-
Trade receivables	2,136	3,839
Cash and bank balances	3,027	1,729
Other financial assets	-	4
Financial liabilities		
Trade and other payables	27,110	1,115
Borrowings	-	7,350
Other financial liabilities	695	-
Net assets/ (liabilities)	(22,643)	(2,893)

The details in respect of outstanding foreign currency forward contracts are as follows:

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd.)

	As at 31 March 2025		As at 31 March 2024	
	USD in Millions	₹ in Lakhs	USD in Millions	₹ in Lakhs
Forward contract in USD (Buy)	50.11	43,760	-	-
Forward contract in EUR (Buy)	-	-	-	-
Forward contract in USD - (Sell)	-	-	3.30	2,764

The foreign exchange forward contracts mature within 12 months. ₹ figures above have been calculated based on spot rates as at the reporting periods. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as at the Balance Sheet date (amount in millions of USD):

USD Contracts	As at 31 March 2025		As at 31 March 2024	
	Buy	Sell	Buy	Sell
Not later than one month	1.90	-	-	0.70
Later than one month and not later than three months	39.20	-	-	1.4
Later than three months and not later than one year	9.01	-	-	1.2
Total	50.11	-	-	3.30

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee (₹) against USD at 31 March would have affected the measurement of financial instruments denominated in such foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant and also assumes a +/- 1% change of the ₹ /USD exchange rate at 31 March 2025 (31 March 2024: 1%). If the INR had strengthened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%) respectively, then this would have had the following impact profit before tax and equity before tax:

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
USD	(226)	226	(169)	169

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2024				
USD	(29)	29	(22)	22

Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities. The Company's exposure to equity security prices arises from investments held by the Company and classified in the balance sheet as FVOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

21 Disclosures on financial instruments (Contd.)

Sensitivity analysis (+/- 1%)

	OCI before tax		OCI net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2025				
Quoted equity securities	200	(200)	171	(171)

	OCI before tax		OCI net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2024				
Quoted equity securities	139	(139)	123	(123)

*No impact on profit before tax as these quoted instruments are carried at FVOCI.

22 Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products*		
Manufactured goods	1,78,915	1,76,810
Traded goods	4,748	1,630
	1,83,663	1,78,440
Revenue from construction and project related activity **	30,338	18,923
Gross sales	2,14,001	1,97,363
* Satisfied at a point in time		
** Satisfied over a period of time		
Other operating revenues		
Sales of power from wind operated generators	120	136
Income from high sea sales (Also, refer note 32 (b))	-	187
Income from letting out of storage facility	433	368
Duty drawback benefit	75	122
Export incentive	208	183
Sale of scrap (net of taxes recovered)	370	322
	1,206	1,318
	2,15,207	1,98,681

Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers"

The following table provides information about contract assets and contract liabilities from contracts with customers.

i. Movement in contract balances during the year.

Particulars	2024-25			2023-24		
	Contract Assets	Unbilled revenue/ (Contract Liabilities)	Net contract balances	Contract Assets	Unbilled revenue/ (Contract Liabilities)	Net contract balances
Opening balance as on 1 April	5,167	1,495	6,662	9,241	(2,620)	6,621
Closing balance as on 31 March	1,412	4,165	5,577	5,167	1,495	6,662
Net increase/(decrease)	(3,755)	2,670	(1,085)	(4,074)	4,115	41

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

- Contract asset represents costs incurred to fulfil a contract which will be amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date adjusted for cost incurred which do not contribute to Company's progress in satisfying the performance obligation as on date, to the total estimated cost attributable to the performance obligation.
- Contract liability represents net of amount received from TCL Specialties LLC. for construction & installation of modular plants in USA and amount of revenue recognised. Unbilled revenue represents amount to be billed to TCL Specialties LLC based on completion of performance obligation.
- Revenue recognised from opening balance of contract liabilities amounts to Nil (Previous year: ₹ 2,620 lakhs).
- Cost to obtain the contract: Nil (Previous year: Nil)
- The Group's exposure to credit losses for trade receivables and contract assets is disclosed in note 21.
- The Contract asset is expected to be recognised as revenue within a year.
- The transaction price relating to future performance obligation will be cost incurred plus applicable transfer pricing margin.

23 Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income (Gross) *	394	1,435
Dividend income from subsidiaries (Also, refer note 32 (b))	-	829
Dividend income from other investments #	222	719
Profit on sale of property, plant and equipment, net	149	5
Rental income	54	56
Excess provisions/ sundry balances written back (net)	322	50
Gain on foreign currency transaction/ translation (net)	-	69
Expenses and services recharged (Also, refer note 32 (b))	403	226
Amortization of financial guarantee liabilities(Also, refer note 32 (b))	1,336	295
Insurance claims	192	32
Miscellaneous receipts	48	86
	3,120	3,802

* Financial assets carried at amortised cost

Includes ₹ 210 lakhs (previous year ₹ 203 lakhs) with respect to equity instruments designated at FVOCI

24 a) Cost of materials consumed and purchase of stock-in-trade

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory at the beginning of the year	15,169	23,694
Add : Purchases during the year	1,33,178	1,36,602
	1,48,347	1,60,296
Less: Inventory at the end of the year	10,212	15,169
	1,38,135	1,45,127
Purchase of stock-in-trade		
Purchase of machinery spares and other chemicals	4,660	1,613
	4,660	1,613
b) Project material and contract costs*	28,831	18,013

* Project material and contract costs represents cost recognised towards Revenue from Construction contract with TCL Specialties LLC.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

25 Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended 31 March 2025	Year ended 31 March 2024
Opening stock		
Finished goods	3,220	1,798
Work-in-progress	1,705	1,661
Stock-in-trade	60	38
	4,985	3,497
Closing stock		
Finished goods	2,759	3,220
Work-in-progress	1,840	1,705
Stock-in-trade	37	60
	4,636	4,985
Changes in inventories	349	(1,488)

26 Employee benefits expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	5,092	4,867
Gratuity expense (Also, refer note 17)	191	166
Contribution to provident and other funds	291	280
Staff welfare expenses	307	268
	5,881	5,581

27 Finance costs

	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense on financial liabilities carried at amortised cost	4,012	3,917
Other borrowing costs	436	440
	4,448	4,357

28 Other expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Stores and spares consumed	1,468	1,523
Power and fuel	4,616	4,639
Repairs to:		
- Machinery	2,317	2,284
- Buildings	537	516
- Others	36	49
Packing expenses and materials consumed	1,521	1,600
Freight and forwarding	6,992	6,578
Commission and brokerage	3	9
Rent*	589	285
Rates and taxes	294	360

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

28 Other expenses (Contd.)

	Year ended 31 March 2025	Year ended 31 March 2024
Insurance	372	430
Travelling and conveyance	386	325
Communication expenses	62	65
Research and development expenses	191	247
Expenses on wind operated generators	57	54
Legal and professional charges (Also, refer note 30)	637	615
Commission to non-executive directors (Also, refer note 32 (b))	90	47
Provision for expected credit losses (Also, Refer note 6 and 10)	-	-
Corporate social responsibility expenditure (Also, refer note 31 and 32 (b))	280	362
Donations	10	2
Loss on foreign currency transaction / translation (net)	191	-
Loss on fair valuation of derivatives	497	-
Miscellaneous expenses	1,036	1,031
	22,182	21,021

*The Company has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116 which amounts to ₹ 589 lakhs during the current year ended 31 March 2025 (₹ 285 lakhs in previous year).

29 Earnings per equity share (EPS)

	Year ended 31 March 2025	Year ended 31 March 2024
Basic and diluted earnings per share (₹)		
On profit for the year	8.03	3.55
Notes:		
The earnings and weighted average numbers of equity shares used in the calculation of basic and diluted earnings per share are as follows:		
(a) Earning used in the calculation of basic and diluted earnings per share:		
Profit for the year	8,221	3,630
(b) Weighted average number of equity shares used in the calculation of basic and diluted earnings per share:		
Weighted average number of equity shares outstanding during the year	10,23,88,120	10,23,88,120

30 Payments to auditor

	Year ended 31 March 2025	Year ended 31 March 2024
Statutory audit and limited reviews	68	57
Tax audit	3	3
Others	15	4
Total	86	64

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

31 Expenditure on Corporate Social Responsibility (CSR)

	Year ended 31 March 2025	Year ended 31 March 2024
(a) Gross amount required to be spent by the company during the year	278	362
(b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	280	312
(c) Shortfall/ (Excess) spent at the end of the year	(2)	50
(d) Details of related party transactions		
Thirumalai Charity Trust	250	301
(e) Whether any provision made based on contractual obligation to undertake CSR activity	No	Yes

The Company has created a provision of Nil (previous year ₹ 50 lakhs) with respect to unspent amount relating to the ongoing project. During the previous year, such sum has been transferred to Unspent CSR account on 23 April 2024.

Nature of Activities

Program for early Detection, Monitoring and Control of Non-Communicable Diseases (NCD) in the Community; Promoting health care including preventive health care for children.

32 Related parties

a) Names of related parties and nature of relationship:

Nature of relationship	Name of related party
Subsidiary Companies	Cheminvest Pte. Limited (CPL)
	Optimistic Organic Sdn Bhd (OOSB)
	Lapiz Europe Limited
	TCL Global B.V.
	TCL Inc.
	TCL Specialties LLC.
	TCL Intermediates Private Limited
Key Management Personnel	Company Executives
	Mr. R.Parthasarathy (Chairman and Managing Director)
	Mrs. Ramya Bharathram (Managing Director and Chief Financial Officer)
	Mr. C.G Sethuraman (Group Chief Executive Officer)
	Mr. Sanjay Sinha (Chief Executive Officer)
	Mr. P Mohana Chandran Nair (Director)
	Mr. T Rajagopalan (Company Secretary) upto 02 January 2025
	Mr. R PramodKumar (Company Secretary) w.e.f 28 January 2025
	Other directors
	Mr. Raj Kataria (Independent Director) upto 05 August 2024
	Mr. R. Ravi Shankar (Independent Director) upto 05 August 2024
	Mr. Dhruv Moondhra (Independent Director) upto 05 August 2024
	Mr. R. Sampath (Non - Executive Director)
	Mr. Arun Ramanathan (Independent Director)
	Mr. Arun Alagappan (Independent Director)
	Mr. Rajeev M Pandia (Independent Director)
	Mrs. Bhama Krishnamurthy (Independent Director)
	Mr. M. Somasundaram (Independent Director) from 24 July 2024

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

a) Names of related parties and nature of relationship: (Contd.)

Nature of relationship	Name of related party
Enterprise having transaction with the company during the current year/ previous year over which the Key Managerial Personnel and their relatives are able to exercise significant influence	Ultramarine and Pigments Limited (UPL) Thirumalai Charity Trust (TCT) ICE Steel 1 Private Limited

b) Transactions with related parties

Transaction	Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Remuneration to Key Managerial Personnel*	Mr. R.Parthasarathy	333	332
	Mrs. Ramya Bharathram	221	141
	Key Managerial Personnel other than directors	586	524
Director sitting fees	Independent and non-executive directors	67	58
Commission	Non - executive and independent directors	90	47
Purchase of goods	Optimistic Organic Sdn Bhd	252	1,077
	TCL Intermediates Private Limited	-	10
	Ultramarine and Pigments Limited	1	1
Sale of goods	Optimistic Organic Sdn Bhd	261	262
	TCL Global BV	4,054	3,195
	TCL Intermediates Private Limited	4,843	5,085
	TCL Specialties LLC	-	569
Revenue from construction project	TCL Specialties LLC	30,338	18,923
Rendering of services	Optimistic Organic Sdn Bhd	79	177
	Ultramarine and Pigments Limited	47	50
	TCL Specialties LLC	15	-
	TCL Intermediates Private Limited	115	94
Reimbursement of expenses paid	TCL Intermediates Private Limited	11	30
Reimbursement of expenses received	TCL Intermediates Private Limited	-	56
Receipt of services	Ultramarine and Pigments Limited	25	25
	Thirumalai Charity Trust	9	14
	ICE Steel 1 Private Limited	-	766
	TCL Global B.V.	94	101
Fair value of financial guarantee commission	TCL Specialties LLC	644	890
	TCL Intermediates Private Limited	111	464
Guarantee commission	TCL Specialties LLC	895	161
	Optimistic Organic Sdn Bhd	41	48
	TCL Intermediates Private Limited	707	134

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

b) Transactions with related parties (Contd.)

Transaction	Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Corporate social responsibility expenditure	Thirumalai Charity Trust	250	301
Interest income on loan given	Cheminvest Pte. Limited	-	55
	TCL Global BV	-	843
	TCL Intermediates Private Limited	86	-
Loans obtained	Ultramarine and Pigments Limited	2,000	-
Interest on loans obtained	Ultramarine and Pigments Limited	10	-
Equity infusion into subsidiaries	TCL Global B.V.	42,553	-
	TCL Intermediates Private Limited	3,500	4,800
Conversion of loan to equity	Cheminvest Pte. Limited	-	1,643
Loans repaid by Subsidiaries	TCL Global BV	-	20,778
Loans given to Subsidiaries	TCL Intermediates Private Limited	5,400	-

*Remuneration pertain to short term employee benefits. As the present value of obligation towards gratuity is determined for all the employees in aggregate, the post-employment benefits and other long-term benefits relating to key management personnel cannot be ascertained individually.

c) Balances with related parties

Particulars	Related Party	As at 31 March 2025	As at 31 March 2024
Trade receivables	Optimistic Organic Sdn Bhd	131	92
	TCL Specialties LLC.	-	569
	TCL Global B.V.	723	1,047
	TCL Intermediates Private Limited	5,730	63
Other financial assets	TCL Specialties LLC.	4,165	1,578
Trade payables	Optimistic Organic Sdn Bhd	26	19
	TCL Intermediates Private Limited	7	-
Deposits payable	Ultramarine and Pigments Limited	14	14
Loans payable	Ultramarine and Pigments Limited	2,010	-
Loans receivable	TCL Intermediates Private Limited	5,486	-
Directors remuneration payable (including commission to non-executive directors)	Key Managerial Personnel	170	47

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free (except for loans) and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

33 Contingent liabilities, guarantees and commitments

	As at 31 March 2025	As at 31 March 2024
a) Contingent liabilities		
i) Claims against the Company, not acknowledged as debts		
Income tax demand including interest contested in Appeal (Refer note (ii) below)	120	601
ii) Guarantees		
Corporate guarantee issued by the Company on behalf of its subsidiaries		
a) Optimistic Organic Sdn Bhd	4,239	3,880
b) TCL Intermediates Private Limited	53,227	45,200
c) TCL Specialties LLC	64,999	61,235
Bank Guarantee issued by the company to various parties	830	1,922
b) Commitments		
i) Estimated amount of contracts to be executed on capital account and not provided for	1,009	315
- Against which advances paid	-	69

- ii) The Company has various lease contracts that are non cancellable and the future lease payments for these non-cancellable lease contracts are ₹ 665 lakhs (31 March 2024: ₹ 849 lakhs).

Notes

- (i) During the previous year ended 31 March 2024, the Company had settled all its pending sales tax litigations under The Samadhan Scheme, a Scheme introduced by Government of Tamil Nadu for settlement of arrears of tax, penalty or interest pertaining to various taxes administered by Commercial Taxes.
- (ii) No provision has been made in respect of disputed demands from Income-tax Authorities to the extent of ₹ 120 Lakhs (Previous Year ₹ 601 Lakhs) since the Company has reasons to believe that it would get relief at the appellate stage as the said demands are excessive and erroneous. Against the above, the Company has already paid ₹ 343 Lakhs (Previous year ₹ 388 Lakhs).

34 Leases

- i) The Company has entered into lease arrangements for building that are renewable on a periodic basis with approval of both lessor and lessee.
- ii) The Company does not have any lease commitments towards variable rent as per the contract.

iii) The following are amounts recognised in profit or loss:-

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation expense of right-of-use assets	334	253
Interest expense on lease liabilities	79	31
	413	284

iv) Total cash outflow pertaining to leases

	Year ended 31 March 2025	Year ended 31 March 2024
Total cash outflow pertaining to leases during the year ended	(368)	(273)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

34 Leases (Contd.)

v) Class of underlying asset for Right of use asset

	As at 31 March 2025	As at 31 March 2024
Lease hold land	1,957	1,957
Tank	948	902
	2,905	2,859

35 Ratios

S. no	Particulars	Numerator	Denominator	31 March 2025	31 March 2024	% Variance	Remarks
1	Current ratio	Current assets	Current liabilities	1.11	1.07	3.98%	Not applicable
2	Debt service coverage ratio	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest	Debt Service = Interest + Lease payments + Principal repayments	0.31	0.60	-49.38%	Movement in ratio is on account of term loans obtained during the current year.
3	Debt equity ratio	Outstanding borrowings	Shareholders' equity	46.91%	18.33%	155.95%	Movement in ratio is on account of term loans obtained during the current year.
4	Return on equity ratio	Net profit after taxes	Average shareholders' equity	7.86%	3.73%	110.81%	The movement observed is a result of increased margins and higher revenue earned during the current year.
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	7.54	5.71	31.98%	The movement in the ratio is on account of decrease in raw material at the end of the current year.
6	Trade receivables turnover ratio	Net credit sales	Average accounts receivable	10.78	15.43	-30.12%	The movement in the ratio is on account of increase in sales during the current year.
7	Trade payables turnover ratio	Net Credit Purchases	Average Payables	3.18	3.01	5.50%	Not applicable
8	Net capital turnover ratio	Net sales	Working capital	37.43	47.10	-20.52%	Not applicable
9	Net profit ratio	Net profit	Net sales	3.82%	1.83%	109.08%	Movement in ratio is due to increase in margins during the current year.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

35 Ratios (Contd.)

S. no	Particulars	Numerator	Denominator	31 March 2025	31 March 2024	% Variance	Remarks
10	Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible net worth + Total debt + Deferred tax liability	9.28%	8.48%	9.39%	Not applicable
11	Return on investment	Net profit after taxes	Net block of PPE	22.43%	9.38%	139.06%	Movement in ratio is due to increase in margins during the current year.

Note

- a) Explanations have been provided for any change in the ratio by more than 25% as compared to 31 March 2024.

36 Segment reporting

Per Para 4 of Ind AS 108 Operating Segments, when entity's financial report contains both the consolidated financial statements of a parent that is within the scope of this Ind AS well as the parent's standalone financial statements, segment information is required only in the consolidated financial statements. Hence segment information is disclosed as a part of consolidated financial statements for the year ended 31 March 2025.

37 Transfer pricing

As per the Transfer pricing norms introduced in India with effect from 1 April 2001, the Company is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 has been completed and the contracts are recorded at arm's length basis.

38 Compliance with audit trail requirements

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2025, the Company has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes since it consumes storage space on the disk and can impact database performance significantly. The access to database IDs with Data Manipulation Language (DML) authority, which can make direct data changes (create, change, delete) at database level are limited to specific individuals and no changes have been made at database level during the current year.

Further, the Company, has used another accounting software which is operated by a third-party software service provider for maintaining payroll records. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization) does not include details on testing of controls relating to audit trail feature at database level.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

39 Additional regulatory information

- (i) No loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- (ii) The Company does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (iii) The Company is not declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iv) The Company has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- (v) There are no charges or satisfaction yet to be registered with Registrar of companies (ROC).
- (vi) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (vii) There are no Scheme of Arrangements placed before the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 for approval.
- (viii) The Company has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2025 and 31 March 2024.
- (ix) The Company did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

40 Events after the reporting period

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2025) and the date of approval of these financial statements (16 May 2025).

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No: 059139
Place : Hyderabad
Date : 16 May 2025

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place : Chennai
Date : 16 May 2025

C G Sethuraman
Group Chief Executive Officer

Place : Chennai
Date : 16 May 2025

R Parthasarathy
Managing Director
(DIN : 00092172)
Place : Ranipet
Date : 16 May 2025

Sanjay Sinha
Chief Executive Officer

Place : Chennai
Date : 16 May 2025

M Somasundaram
Director
(DIN : 05185268)
Place : Chennai
Date : 16 May 2025

R.Pramodkumar
Company Secretary
(ACS: 47895)
Place : Chennai
Date : 16 May 2025

Independent Auditor's Report

To

the Members of

Thirumalai Chemicals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Thirumalai Chemicals Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment of property, plant and equipment (including Capital work in progress and Right-of-use assets)

Key audit matter	How the matter was addressed in the audit
<p>(Refer Note 2.8 and 3 to the accompanying financial statements for the material accounting policy information on impairment of non-financial assets and relevant details of impairment assessment)</p> <p>As at 31 March 2025, the Group is carrying Property, Plant and Equipment (PPE) at D1 Dahej Plant aggregating to ₹ 9,068 Lakhs and Property, Plant and Equipment including capital work-in-progress and Right-of-use assets pertaining to one of the subsidiary of the Holding Company, Optimistic Organic Sdn Bhd, aggregating to ₹ 17,466 Lakhs, each being considered to be separate cash generating units (CGUs) as disclosed in aforesaid note.</p> <p>Considering the increased downtime and non-operational hours coupled with reduced margin recorded by D1 Dahej plant and continuous losses incurred by the subsidiary Company, the management has identified that indicators exist that requires the management to test the carrying value of related CGUs for possible impairment in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36').</p> <p>The management's assessment of the recoverable amount requires estimation and judgement around identification and assumptions used in the determination of value-in use (VIU). The principal driver of recoverable amount is the estimated growth in the operations of the CGUs and ability to generate cash profits in the future. The key assumptions supporting management's assessment of the recoverable amount of CGUs are the estimated future financial performance, capital expenditure and the discount rates applied etc. Changes to assumptions could lead to material changes in estimated recoverable amounts, resulting in impairment of the CGUs.</p> <p>Based on the aforesaid assessment, the Group has not recorded any impairment expenses on the aforesaid Property, Plant and Equipment including capital work-in-progress and Right-of-use assets during the year ended 31 March 2025 as the recoverable amount of the CGUs is higher than its carrying amount.</p> <p>Considering the significance of the amounts involved, and auditor attention required to test the appropriateness of accounting estimate that involves high estimation uncertainty and significant management judgement, this matter has been determined to be a key audit matter for the current year audit.</p>	<p>Our audit procedures and procedures performed by component auditor included, but were not limited to, the following:</p> <p>a) Obtained an understanding of the management's process and evaluated design and tested operating effectiveness of key controls;</p> <p>b) Evaluated the appropriateness of Group's accounting policy in respect of impairment assessment and the methods used to determine the recoverable amounts of CGUs in accordance with the requirements of Ind AS 36;</p> <p>c) Assessed the professional competence, objectivity and capabilities of the valuation expert used by the management for performing required value-in-use calculations to estimate the recoverable amount of the CGUs;</p> <p>d) Involved auditor's valuation expert to assess the appropriateness of the value-in-use calculations used by the management and to test reasonability of the assumptions used therein relating to discount rates, risk premium, industry growth rates etc.;</p> <p>e) Evaluated the key assumptions applied in the value in-use calculation, including the revenue growth rate, utilisation rate of the plant and machinery and other key cost elements, by comparing to the current utilisation rate and historical performance of those plant and machinery;</p> <p>f) Tested the arithmetical accuracy of the calculations performed by the management's expert;</p> <p>g) Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions such as discount rates; and</p> <p>h) Assessed the appropriateness and adequacy of disclosures made by the management in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.</p>

Capital work-in-progress and property, plant and equipment:

Key audit matter	How the matter was addressed in the audit
<p>Refer note 2.8 and 3 to the accompanying consolidated financial statements for the material accounting policy information and relevant details of capital work-in-progress and property, plant and equipment.</p> <p>The Group is in the process of constructing new plants / augmenting existing assets ('projects') for expanding/ improving its business operations.</p> <p>During the year, the Group has incurred a total sum of ₹ 72,789 lakhs towards additions made to capital work-in-progress.</p> <p>During the year, the Group has also capitalised ₹ 60,019 lakhs based on completion of various projects as per recognition criteria provided under Ind AS 16, Property, plant and equipment ('Ind AS 16').</p> <p>There are various areas where management judgement impacts the carrying value of property, plant and equipment (PPE) and capital work-in-progress. These include the decision to capitalise or expense costs, the unit of measure to be used for capitalization, determining what constitutes an item of property, plant and equipment and the timeliness of capitalization based on when the assets are ready to put to use. The estimates and assumptions used to determine the carrying amounts, including whether and when to capitalise or expense certain direct & indirect costs, and the determination of depreciation charges are material to the Group's financial position and performance.</p> <p>Inappropriate timing of capitalization of the project and/ or identification of significant parts of PPE could result in material misstatement of capital work-in-progress / PPE with a consequent impact on depreciation charge and results for the year.</p> <p>In view of given the significance of capital expenditure during the year, the nature and volume of transactions, complexity and judgement involved in determination of eligible costs for capitalization, the aforesaid matter has been identified as a key audit matter for the current year.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> a) Obtained an understanding of the business process and assessed the appropriateness of the accounting policy adopted by the Group in accordance with Ind AS 16; b) Performed walk-through of the capitalisation process and evaluated the design and tested the operating effectiveness of the controls in the process; c) Tested the additions made to capital work-in-progress and PPE on a sample basis by checking underlying supporting documents to ensure such items are recorded accurately in the correct period, in accordance with the requirements of Ind AS 16; d) Assessed that the borrowing cost capitalised during the year is in accordance with the accounting policy of the Company and Ind AS 23, Borrowing cost; e) Obtained the project completion certificate provided by the management for projects completed during the year, to ensure the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the management; f) Assessed the appropriateness of timing of capitalization, identification of significant parts of PPE that are depreciated separately and useful lives considered for calculation of depreciation charge; and g) Evaluated the appropriateness and adequacy of the disclosures made in the consolidated financial statements in accordance with the applicable accounting standards.

Revenue recognition – Sale of manufactured goods

Key audit matter	How the matter was addressed in the audit
<p>Refer Note 2.6 and Note 21 to the accompanying consolidated financial statements for the material accounting policy information on revenue recognition and relevant details of revenue recognised during the year.</p> <p>Revenue of the Group consists primarily of sale of manufactured products to the customers. The Group recognises the revenue in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers (Ind AS 115), at point in time when the Group satisfies its performance obligation by transferring the control of goods to its customers and there is no unfulfilled obligation. The revenue is measured based on the transaction price specified in the contract, net of discounts and goods and services tax.</p> <p>The Company also focuses on revenue as a key performance measure, which could create an incentive for overstating revenue and thus, the timing of revenue recognition is critical as there is a risk of revenue being recognised before the control is transferred to the customers.</p> <p>Owing to the above and volume of transactions, revenue is determined to be an area involving significant risk and hence, requires significant auditor attention.</p> <p>Considering the volume of transactions, materiality of the amount involved as mentioned above, revenue recognition has been identified as a key audit matter for the current year audit.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> a) Obtained an understanding of the business process and assessed the appropriateness of the Group's revenue recognition accounting policy in accordance with Ind AS 115; b) Evaluated the design and tested the operating effectiveness of key controls in respect of revenue recognition; c) Performed substantive testing by selecting samples of revenue transactions recorded during the year including specific periods before and after the financial year end by verifying the underlying supporting documents, which included sales invoices, contracts and shipping documents to ensure that the correct amount of revenue is recorded in the correct period; d) Scrutinised for any unusual non-standard journal entries based on certain criteria which impacts revenue recognized during the year; e) Tested the credits made to revenue account subsequent to the period end; and f) Assessed the appropriateness and adequacy of disclosures made by the management in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for

preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 47,379 lakhs as at 31 March 2025, total revenues of ₹ 23,528 lakhs, total net loss after tax of ₹ 5,586 lakhs, total comprehensive loss of ₹ 5,586 lakhs and net cash outflows amounting to ₹ 5,563 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Further, these subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditor.

16. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ 34 lakhs as at 31 March 2025, total revenues of ₹ Nil, total net loss after tax of ₹ 3 lakhs, total comprehensive loss of ₹ 3 lakhs and net cash outflows amounting to ₹ 4 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us, of companies included in the consolidated financial statements and covered under the Act we report that following are the qualifications reported by us in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2025 for which such Order reports have been issued till date:

S No	Name	CIN	Holding Company / subsidiary / Associate / Joint Venture	Clause number of the CARO report which is qualified
1	Thirumalai Chemicals Limited	L24100MH1972PLC016149	Holding Company	(vii)(a)

19. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) Except for the matters stated in paragraph 19(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary and taken on record by the Board of Directors of the Holding Company and its subsidiary covered under the Act, none of the directors of the Holding Company and its subsidiary are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 32 to the consolidated financial statements;
 - ii. The Holding Company and its subsidiary covered under the act did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary covered under the Act during the year ended 31 March 2025;
 - iv. a. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, other than as disclosed in note 4 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of their knowledge and belief, other than as disclosed in the note 4 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Holding Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- vi. As stated in Note 36 to the consolidated financial statements and based on our

examination which included test checks, except for instances mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 1 April 2024, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for instances mentioned below, the audit trail has been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of accounting records by the Holding Company and its subsidiary.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of payroll records by the Holding Company and its subsidiary is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAP6991
Hyderabad
16 May 2025

ANNEXURE I

- Optimistic Organic Sdn. Bhd, Malaysia
- Cheminvest Pte Ltd., Singapore
- Lapiz Europe Limited., Europe
- TCL Global B.V., The Netherlands
- TCL Inc., United States of America
- TCL Specialties LLC., United States of America
- TCL Intermediates Private Limited., India

Annexure A

to the Independent Auditor's Report of even date to the members of Thirumalai Chemicals Limited on the consolidated financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Thirumalai Chemicals Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial

Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Vijay Vikram Singh

Partner

Membership No.: 059139

UDIN: 25059139BMKTAP6991

Hyderabad

16 May 2025

Consolidated Balance Sheet

as at 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	1,14,507	59,204
Capital work-in-progress	3	1,35,211	1,19,961
Intangible assets	3	14	17
Right of use assets	3	10,627	11,946
Financial assets	20		
(i) Investments	4	19,960	13,941
(ii) Other financial assets	5	799	557
Income tax assets (net)	6	495	475
Other non-current assets	7	2,961	12,542
Total non-current assets		2,84,574	2,18,643
Current assets			
Inventories	8	24,727	25,083
Financial assets	20		
(i) Investments	4	-	3,407
(ii) Trade receivables	9	19,899	18,315
(iii) Cash and cash equivalents	10	18,291	40,560
(iv) Bank balances other than (iii) above	10	17,444	19,379
(v) Other financial assets	5	698	579
Income tax assets	6	1,070	1,169
Other current assets	7	13,972	4,892
Total current assets		96,101	1,13,384
Total assets		3,80,675	3,32,027
Equity and Liabilities			
Equity			
Equity share capital	11	1,024	1,024
Other equity	13	1,14,543	1,13,597
Total equity		1,15,567	1,14,621
Non-current liabilities			
Financial liabilities	20		
(i) Borrowings	14	1,40,066	81,253
(ii) Lease liabilities	15	7,397	8,123
(iii) Other financial liabilities	18	13,155	12,573
Other non-current liabilities	19	4,108	4,002
Deferred tax liabilities	6	6,401	7,097
Provisions	16	1,384	1,473
Total non-current liabilities		1,72,511	1,14,521
Current liabilities			
Financial liabilities	20		
(i) Borrowings	14	30,592	35,078
(ii) Lease liabilities	15	508	719
(iii) Trade payables	17		
(A) Total outstanding dues of micro enterprises and small enterprises		488	349
(B) Total outstanding dues other than micro enterprises and small enterprises		44,355	51,283
(iv) Other financial liabilities	18	15,515	14,368
Provisions	16	493	244
Current tax liabilities (net)	6	-	89
Other current liabilities	19	646	755
Total current liabilities		92,597	1,02,885
Total liabilities		2,65,108	2,17,406
Total equity and liabilities		3,80,675	3,32,027

Notes 1 to 38 form an integral part of these consolidated financial statements

In terms of our report attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN: L24100MH1972PLC016149

Vijay Vikram Singh
Partner
Membership No: 059139
Place : Hyderabad
Date : 16 May 2025

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)
Place : Chennai
Date : 16 May 2025

R Parthasarathy
Managing Director
(DIN : 00092172)
Place : Ranipet
Date : 16 May 2025

M Somasundaram
Director
(DIN : 05185268)
Place : Chennai
Date : 16 May 2025

C G Sethuraman
Group Chief Executive Officer
Place : Chennai
Date : 16 May 2025

Sanjay Sinha
Chief Executive Officer
Place : Chennai
Date : 16 May 2025

R.Pramodkumar
Company Secretary
(ACS: 47895)
Place : Chennai
Date : 16 May 2025

Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	21	2,04,951	2,08,313
Other income	22	2,060	1,934
Total income		2,07,011	2,10,247
Expenses			
Cost of materials consumed	23	1,55,278	1,66,999
Purchase of stock-in-trade	23	4,660	1,613
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(1,267)	(2,210)
Employee benefits expense	25	8,847	7,982
Finance costs	26	4,915	4,171
Depreciation and amortisation expenses	3	6,110	6,320
Other expenses	27	32,553	28,827
Total expenses		2,11,096	2,13,702
Profit before tax		(4,085)	(3,455)
Tax expense	6		
- Current tax		2,214	1,105
- Deferred tax		(1,689)	(681)
		525	424
Profit for the year		(4,610)	(3,879)
Other comprehensive income:			
(A) Items that will be reclassified to profit or loss			
- Exchange differences on translation of foreign operations	6	1,188	746
- Cash flow hedge reserve	13	318	-
		1,506	746
(B) Items that will not be reclassified to profit or loss			
- Re-measurements of defined benefit plan	16	8	(37)
- Equity instruments through other comprehensive income	6	6,020	152
- Income tax relating to items that will not be reclassified to profit and loss	6	(954)	(17)
		5,074	98
Other comprehensive income for the year, net of tax (A + B)		6,580	844
Total comprehensive income / (loss) for the year		1,970	(3,035)
Loss per equity share	28		
Basic and diluted (in ₹)		(4.50)	(3.79)

Notes 1 to 38 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Thirumalai Chemicals Limited

CIN: L24100MH1972PLC016149

Vijay Vikram Singh

Partner

Membership No: 059139

Place : Hyderabad

Date : 16 May 2025

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(DIN : 05185268)

Place : Chennai

Date : 16 May 2025

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Place : Chennai

Date : 16 May 2025

Sanjay Sinha

Chief Executive Officer

Place : Chennai

Date : 16 May 2025

R.Pramodkumar

Company Secretary

(ACS: 47895)

Place : Chennai

Date : 16 May 2025

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

A. Equity Share Capital

As at 31 March 2025

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

As at 31 March 2024

Balance at the beginning of the year	Changes in equity share capital during the current year	Balance at the end of the year
1,024	-	1,024

B. Other Equity

Particulars	Reserves and Surplus				Accumulated other comprehensive income			Total other equity
	General reserve	Capital reserve on acquisition	Security Premium	Retained earnings	Foreign currency translation reserve	Cash flow hedging reserve	Equity instruments classified at FVTOCI	
Balances at 31 March 2023	4,283	3,282	1,971	86,929	7,061	-	14,642	1,18,168
Profit for the year	-	-	-	(3,879)	-	-	-	(3,879)
Dividend paid (relating to 2022-23)	-	-	-	(1,536)	-	-	-	(1,536)
Other comprehensive income (net of tax)	-	-	-	(28)	745	-	127	844
Balances at 31 March 2024	4,283	3,282	1,971	81,486	7,806	-	14,769	1,13,597
Profit for the year	-	-	-	(4,610)	-	-	-	(4,610)
Dividend paid (relating to 2023-24)	-	-	-	(1,024)	-	-	-	(1,024)
Other comprehensive income (net of tax)	-	-	-	6	1,188	318	5,068	6,580
Balances at 31 March 2025	4,283	3,282	1,971	75,858	8,994	318	19,837	1,14,543

Notes 1 to 38 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Thirumalai Chemicals Limited

CIN: L24100MH1972PLC016149

Vijay Vikram Singh

Partner

Membership No: 059139

Place : Hyderabad

Date : 16 May 2025

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Sanjay Sinha

Chief Executive Officer

Place : Chennai

Date : 16 May 2025

R.Pramodkumar

Company Secretary

(ACS: 47895)

Place : Chennai

Date : 16 May 2025

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities			
(Loss) before tax		(4,085)	(3,455)
Adjustments for:			
Depreciation and amortisation expense	3	6,110	6,320
Interest expense	26	4,915	4,171
Interest income	22	(772)	(1,057)
Dividend income from investments	22	(243)	(730)
Provision for employee benefits		381	337
Profit on sale of property, plant and equipment, net	22	(149)	(5)
Excess provisions/ sundry balances written back (net)	22	(322)	(50)
Unrealised forex loss/ (gain), net		(1,523)	324
Loss on fair valuation of derivatives	27	497	-
Gain on termination of leases	22	(45)	-
Discount receivable		(164)	(231)
Operating profit before working capital changes		4,600	5,624
Changes in assets and liabilities:			
Changes in trade and other receivables		(1,419)	(7,315)
Changes in inventories		450	6,870
Changes in other financial assets		(88)	8,294
Changes in other assets		(353)	(4,443)
Changes in trade and other payables		(12,382)	4,494
Changes in provisions & other liabilities		(75)	12,333
Changes in other financial liabilities		4,858	(1,368)
Cash (used in) / generated from operations		(4,409)	24,489
Direct tax paid (net)		(2,179)	(784)
Net cash (used in) / generated by operating activities		(6,588)	23,705
B. Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		229	8
Capital expenditure on property, plant & equipment, capital work in progress and intangible assets including capital advances		(61,290)	(81,074)
Interest received		788	884
Purchase of non-current investments		-	(544)
Proceeds from sale / (purchase) of mutual funds (net)		3,440	(3,407)
Dividend received		210	730
Movement in balances with bank other than those mentioned in cash & cash equivalents		2,416	313
Net cash used in investing activities		(54,207)	(83,090)

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
C. Cash flow from finance activities			
Proceeds from borrowings	14	1,39,272	1,20,016
Repayment of borrowings	14	(87,399)	(49,591)
Payment of lease liabilities	33	(603)	(685)
Government grant received	19	-	3,974
Interest paid including other borrowing cost	14	(12,784)	(7,910)
Dividend paid		(1,024)	(1,536)
Net cash generated by financing activities		37,462	64,268
D. Net cash (outflows) / inflows during the year		(23,333)	4,883
E. Cash and cash equivalents at the beginning		40,560	34,957
F. Effect of exchange rate fluctuations on foreign currency cash and cash equivalents		1,064	720
G. Cash and cash equivalents at the end of the year		18,291	40,560
Cash and cash equivalents comprise of:			
Cash on hand		4	3
Balances with banks - in current accounts		17,748	14,313
Deposit accounts (with original maturity less than 3 months)		539	26,244
Cash and cash equivalents		18,291	40,560

Notes 1 to 38 form an integral part of these consolidated financial statements

In terms of our report attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Thirumalai Chemicals Limited

CIN: L24100MH1972PLC016149

Vijay Vikram Singh

Partner

Membership No: 059139

Place : Chennai

Date : 16 May 2025

Ramya Bharathram

Chief Financial Officer

(DIN : 06367352)

Place : Chennai

Date : 16 May 2025

R Parthasarathy

Managing Director

(DIN : 00092172)

Place : Ranipet

Date : 16 May 2025

M Somasundaram

Director

(DIN : 05185268)

Place : Chennai

Date : 16 May 2025

C G Sethuraman

Group Chief Executive Officer

Place : Chennai

Date : 16 May 2025

Sanjay Sinha

Chief Executive Officer

Place : Chennai

Date : 16 May 2025

R.Pramodkumar

Company Secretary

(ACS: 47895)

Place : Chennai

Date : 16 May 2025

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

1 General Information

Thirumalai Chemicals Limited ('the Holding Company'/'the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company and its subsidiaries (collectively 'the Group') are principally in the activities of manufacturing and selling chemicals. The shares of the Holding Company are listed on stock exchanges in India. The Holding Company has its registered office at Thirumalai House, Plot No. 101-102, Road No. 29, Sion(East), Mumbai - 400 022, India and factories at (1) 25-A Sipcot Industrial Complex, Ranipet - 632 403, Tamil Nadu, India; (2) 16&17, Engineering SEZ, Sipcot Industrial Complex, Phase III, Ponnai Road, Ranipet - 632 405, Tamil Nadu, India (3), Plot No.D-2/CH/171B, GIDC Estate, Dahej, Phase-II, Tal.Vagra, Bharuch, Gujarat- 392 130, India.

These consolidated financial statements were authorized for issue by the Holding Company's Board of Directors on 16 May 2025.

2 Material accounting policy information

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements of the Group have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 as notified under section 133 of Companies Act, 2013 (the "Act") and other relevant provisions of the Act.

These consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial assets and financial liabilities (including derivative instruments), which are measured at fair value.

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under Ind AS 110 - Consolidated Financial Statements, as specified in the Ind ASs notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle up to twelve months for the purpose of current - non-current classification of assets and liabilities.

Material accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the consolidated financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the Group.

2.2 Principles of Consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and all of its subsidiaries as listed below. The financial statements of the subsidiaries forming part of these consolidated financial statements are drawn up to 31 March 2025. All material inter-company transactions and balances are eliminated on consolidation.

Name of the subsidiary	Country of incorporation	% of holding either directly or through subsidiary as at	
		31 March 2025	31 March 2024
Lapiz Europe Ltd. (Lapiz)	United Kingdom	100	100
Cheminvest Pte Ltd. (Cheminvest)	Singapore	100	100
Optimistic Organic Sdn Bhd. (OOSB)	Malaysia	100	100
TCL Global B.V.	Netherlands	100	100
TCL Inc.	USA	100	100
TCL Specialties LLC.	USA	100	100
TCL Intermediates Private Limited	India	100	100

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Subsidiaries

Subsidiaries are all entities over which the Group exercises control. The Group controls an entity when the Group is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct relevant activities of the entity. Subsidiaries are fully consolidated from the date on which the control is transferred to the Group and are deconsolidated from the date the control ceases.

The financial statements of the Holding Company and its subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, equity, income and expenses, after fully eliminating intra-group transactions, intra-group balances, and resulting unrealised profits or losses, unless cost cannot be recovered, as per the applicable accounting standard. Accounting policies of the respective subsidiaries are aligned wherever necessary so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

Profit or loss of subsidiaries acquired or disposed during the year is recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Excess of acquisition cost over the carrying amount of the Holding Company's share of equity of the acquiree at the date of acquisition is recognised as goodwill. In cases where the share of the equity in the acquiree as on the date of acquisition is in excess of acquisition cost, such excess of share in equity is recognised as 'Capital reserve on acquisition' and classified under 'Reserves and Surplus'.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (₹), which is also the functional currency of the Holding Company. All amounts have been rounded off to the nearest lakhs, except share data and as otherwise stated. All the amounts below the rounding off norms adopted by the Company are disclosed as "0".

2.4 Critical accounting estimates, assumptions and judgements

The preparation of the consolidated financial statements in conformity with generally accepted accounting

principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the consolidated financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of property, plant and equipment ('PPE') and intangible assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful life and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes, expected level of usage and product life-cycle. The depreciation/ amortisation for future periods is revised if there are significant changes from previous estimates.

(ii) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

(iii) Provisions and contingencies

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the consolidated financial statements unless an inflow of economic benefits is probable.

(iv) Recognition of property, plant and equipment (PPE) and Capital work in progress

Significant level of judgement is involved in assessing whether the expenditure incurred meets the recognition criteria under Ind AS 16 Property, Plant and Equipment. Also estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

(v) Leases (including determination of incremental borrowing rate)

Certain leases have extension options and termination options; extension options are only included in the lease term and lease liability if the lease is reasonably certain to be extended. Potential future cash outflows related to renewal options which are not reasonably certain to be extended have not been included in lease liabilities. Where practicable, the Group seek to include extension options in new lease agreements to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension and termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control and affects whether the Group is reasonably certain to exercise an option

not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.

Extension and termination options are included in many of the leases. In determining the lease term, the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. See also Note 2.11, Summary of Significant Accounting Policies, for further information regarding leases policy.

(vi) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

2.5 Foreign currency transaction and translation

a) Foreign Transactions

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities, denominated in a foreign currency, are translated at the exchange rate prevailing on the Balance Sheet date and the resultant exchange gains or losses are recognised

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

in the Statement of Profit and Loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

b) Foreign operations

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Holding Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non controlling interest. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the consolidated statement of income as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

2.6 Revenue from contracts with customers

To determine whether to recognise revenue from contracts with customers, the Group follows a 5-step process:

- 1 Identifying the contract with customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Group expects to

be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of chemicals

Revenue from sale of chemicals is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Income from wind operated generators

Revenue from sale of power is recognised on the basis of electrical units generated and transmitted to the grid of Electricity Board which coincides with completion of performance obligation as per the agreement. Revenue is recognised using the transaction price as stipulated in the agreement with the customer.

(iii) Income from operating lease

Rental income from operating leases is recognised on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(iv) Sale of scrap

Revenue from sale of scrap is recognised as and when the control over the goods is transferred.

(v) Export benefits

Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating income.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

2.7 Recognition of Dividend Income, Interest income or expense

Dividend income is recognised when the unconditional right to receive the income is established. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2.8 Property, plant and equipment and Intangible assets

(i) Plant and equipment

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses.

Major shutdown and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset. Assets in the course of construction are capitalised in the assets under construction account (Capital work in progress). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the

asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses.

The components of assets are capitalised only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets.

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight, professional fees, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy based on Ind AS 23 – Borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as capital work-in-progress.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

(ii) Land

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated.

(iii) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

(iv) Impairment testing of intangible assets and property, plant and equipment

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently

reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(v) Depreciation and amortization

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by Management based on technical evaluation and advice. The residual value is generally assessed as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Management's estimates of the useful life of various categories of fixed assets where estimates of useful life are lower than the useful life specified in Part C of Schedule II to the Companies Act, 2013 are as under:

Category of fixed assets	As Per Schedule II	Management estimate
Specific laboratory equipments	10 years	5 years
Office equipments (mobile phones)	5 years	2 years
Catalyst	15 years	3 years

2.9 Leases

(a) The Group as a lessee

The Group evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Group determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Group is reasonably certain to exercise that option.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

The Group at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Group applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Group would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining

amount of the re-measurement in statement of profit and loss.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

(b) The Group as a lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

2.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss or amortised cost.

Financial instruments are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognised at its fair value except for trade receivable. Trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement financial assets are classified and measured based on the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

- Amortised cost
- Fair value through other comprehensive income (FVOCI) or
- Fair value through profit and loss (FVTPL)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

a. Financial assets at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

b. Financial assets at fair value through other comprehensive income (FVOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Group, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading.

These selections are made on an instrument-by-instrument (i.e., share-by-share) basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

c. Financial assets at fair value through profit and loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in profit and loss.

d. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Financial assets or financial liabilities, at fair value through profit or loss:

This category are primarily derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments.

Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorised as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognised initially at fair value and attributable transaction costs are recognised in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realised within 12 months after the Balance Sheet date.

Classification and subsequent measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss=
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss

Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified party fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

are given to banks on behalf of the Subsidiaries to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

2.11 Inventories

(i) Raw materials

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

2.12 Post-employment benefits and short-term employee benefits

I. Indian entities

(a) Defined contribution plan

Contribution to Provident Fund in India and other defined contribution plans in the other entities of the Group are in the nature of defined contribution plan and are made to a recognised fund.

Contribution to Superannuation Fund is in the nature of defined contribution plan and is remitted to insurance company in accordance with the scheme framed by the Corporation.

The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund

The Holding Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due. Contributions to defined contribution pension scheme are recognised as an expense in the period which the related service is performed.

(ii) Other funds

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(iii) Superannuation fund

Contribution made towards Superannuation Fund (funded by payments to an insurance company) which is a defined contribution plan, is charged as expenses on accrual basis. There are no obligations other than the contribution made to respective fund.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

(b) Defined benefit Plan

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The defined benefit funds maintained by the Group are as below

(i) Gratuity

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Group estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to Government securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences

The Group also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

II. Overseas entities

(a) Defined contribution plan

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year

of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(b) Defined benefit liability

The Group estimates the defined benefit liability annually. The actual outcome may vary due to estimation uncertainties. The estimate of its defined benefit liability is based on standard rates of inflation, medical cost trends and mortality. It also takes into account the Group's specific anticipation of future salary increases. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Estimation uncertainties exist particularly with regard to medical cost trends, which may vary significantly in future appraisals of the Group's defined benefit obligations.

2.13 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.14 Earnings per equity share

Basic earnings per equity share is calculated by dividing the total profit for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

2.15 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Group assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred

income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.16 Contingent liabilities and provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote.

The Group does not recognise contingent assets unless the realization of the income is virtually certain, however these are assessed continually to ensure that the developments are appropriately disclosed in the consolidated financial statements.

2.17 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.18 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants relating to the purchase of assets are included in non-current liabilities as deferred income and are credited to profit or loss on a straight line basis over the expected useful lives of the related assets and presented with other income. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities. A forgivable loan from government is treated as a government grant when there is reasonable assurance that the entity will meet the terms for forgiveness of the loan.

2.19 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement given below:

a) Ind AS 116- Leases

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains. The Group has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

b) Ind AS 117- Insurance contracts

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2024. The Group has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

c) Ind AS 21- The Effects of Changes in Foreign Exchange Rates

Ministry of Corporate Affairs (MCA), via notification dated 7th May 2025, announced amendments to the Companies (Indian Accounting Standards) Rules, 2015 which come into effect from the date of publication. The key amendments include the definition of whether a currency is exchangeable, and the process by which an entity should assess this exchangeability, guidance on how an entity should estimate a spot exchange rate in cases where a currency is not exchangeable and additional disclosures in cases where an entity has estimated a spot exchange rate due to a lack of exchangeability. The Group has evaluated the amendment and concluded that there is no impact on its standalone financial statements.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

3 Property, plant and equipment, Intangible assets, Capital work-in-progress and Right of use assets.

Particulars	Property, plant and equipment										Capital work-in-progress	Right of use assets	Intangible assets
	Freehold land	Buildings and roads	Plant and equipment	Wind operated generators	Furniture and fixtures	Vehicles	Office equipment	Computer equipments	Total				
Gross block													
Balance as at 31 March 2023	7,074	4,076	70,940	571	203	261	288	230	83,643	40,639	11,671	130	
Additions	-	-	2,162	-	32	28	27	39	2,288	84,791	1,704	8	
Transfer on capitalisation	-	978	5,093	-	-	-	-	-	6,071	(6,071)	-	-	
Disposals	-	-	(3,257)	-	(3)	(13)	-	-	(3,273)	-	(38)	-	
Exchange fluctuations	-	20	536	-	-	2	2	-	560	602	114	-	
Balance as at 31 March 2024	7,074	5,074	75,474	571	232	278	317	269	89,289	1,19,961	13,451	138	
Additions	-	-	179	-	8	24	42	12	265	72,789	(206)	10	
Transfer on capitalisation	194	10,052	48,163	-	44	72	44	1,644	60,213	(60,019)	-	-	
Disposals	-	-	(1,454)	-	-	-	-	-	(1,454)	-	(742)	-	
Exchange fluctuations	-	39	1,036	-	1	3	4	-	1,083	2,481	212	-	
Balance as at 31 March 2025	7,268	15,165	1,23,398	571	285	377	407	1,925	1,49,396	1,35,211	12,715	148	
Accumulated depreciation/ amortisation													
Balance as at 31 March 2023	-	1,079	25,537	245	103	148	156	113	27,381	-	840	111	
Depreciation/amortisation for the year	-	308	5,165	35	19	28	36	59	5,650	-	660	10	
Reversal on disposal of assets	-	-	(3,257)	-	(1)	(12)	-	-	(3,270)	-	-	-	
Exchange fluctuations	-	9	312	-	-	1	1	1	324	-	5	-	
Balance as at 31 March 2024	-	1,396	27,757	280	121	165	193	173	30,085	-	1,505	121	
Depreciation / amortisation for the year	-	355	4,991	35	21	27	38	61	5,528	-	569	13	
Reversal on disposal of assets	-	-	(1,374)	-	-	-	-	-	(1,374)	-	-	-	
Exchange fluctuations	-	18	626	-	1	3	3	-	651	-	14	-	
Balance as at 31 March 2025	-	1,769	32,000	315	143	195	234	234	34,889	-	2,088	134	
Net block													
Balance as at 31 March 2024	7,074	3,678	47,717	291	111	113	124	96	59,204	1,19,961	11,946	17	
Balance as at 31 March 2025	7,268	13,396	91,398	256	142	182	173	1,692	1,14,506	1,35,211	10,627	14	

Notes:

- (i) Of the above, both movable & immovable property, plant and equipment has been pledged as collateral for term loan from bank (Also, refer note 14).
- (ii) For contractual commitment with respect to property, plant and equipment, refer Note 34 (b).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

- (iii) The lease liabilities arising out of addition to Right of use asset has been fully paid at the inception of the respective leases, for assets other than those mentioned in note 35.
- (iv) Additions to capital work-in-progress during the year includes borrowing cost of ₹ 6,205 lakhs (Previous Year ₹ 5,631 lakhs), which is capitalized as per Ind As 23 (Also, refer note 26).
- (v) Refer note 35(vi) for class of underlying assets for right of use.
- (vi) With respect to property, plant and equipment (including capital work-in-progress and right-of-use assets) amounting to ₹ 17,466 lakhs (included above) (31 March 2024: ₹ 18,302 in respect of Optimistic organic Sdn Bhd. (OOSB), subsidiary company, management, during the year has done a detailed evaluation on the recoverability of these property, plant and equipment (including capital work-in-progress and right-of-use assets). OOSB reported losses for the financial year ended 31 March 2025 and 31 March 2024, which indicated that the carrying amounts of the related property, plant and equipment (including capital work-in-progress and right-of-use assets), may be impaired. Consequently, the Company has performed an impairment assessment on the property, plant and equipment (including capital work-in-progress and right-of-use assets) by estimating the recoverable amounts. Estimating the value-in-use ("VIU") requires OOSB to make an estimate of the expected future cash flows, which include the revenue, from the continuing use of the asset, and discounted at an appropriate rate to reflect the current market assessments of the time value of money and the risks specific to the asset for which the cash flow estimates have not been adjusted. The pre-tax discount rate applied to the cash flow projections is 11.16% (31 March 2024: 12.61%). The recoverable amount of the PPE and ROU is determined from VIU calculation based on cash flow forecasts for the remaining estimated useful life of the plant.
- (vii) With respect to property, plant and equipment amounting to ₹ 9,068 lakhs (included above) located at Daheji, the management has done a detailed evaluation on the recoverability of the said property, plant and equipment during the current year ended 31 March 2025 considering it as a separate Cash Generating Unit (CGU). The increased downtime and non-operational hours coupled with reduced margins recorded, indicated that the carrying amounts of the related property, plant and equipment may be impaired. Consequently, the Company has performed an impairment assessment on the property, plant and equipment by estimating the recoverable amounts. Estimating the value-in-use ("VIU") requires the Company to make an estimate of the expected future cash flows, which include the revenue, from the continuing use of the asset, and discounted at an appropriate rate to reflect the current market assessments of the time value of money and the risks specific to the asset for which the cash flow estimates have not been adjusted. The discount rate applied to the cash flow projections is 14.55%. The recoverable amount of the PPE is determined from VIU calculation based on cash flow forecasts for the remaining estimated useful life of the plant.
- (viii) The title deeds of immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group.

b) Capital work in progress - ageing

i) As at 31 March 2025

Particulars	Amount in CWIP for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) Projects in progress	64,771	48,638	20,930	872
(ii) Projects temporarily suspended	-	-	-	-
Total	64,771	48,638	20,930	872
				1,35,211

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

ii) As at 31 March 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	90,674	28,532	691	64	1,19,961
(ii) Projects temporarily suspended	-	-	-	-	-
Total	90,674	28,532	691	64	1,19,961

Details of completion schedule of Group's CWIP, whose completion is overdue and has exceeded its cost compared to its original plan as at 31 March 2025 are as follows.

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress					
- Project 1	4,031	-	-	-	4,031
- Project 2	1,30,008	-	-	-	1,30,008
Total	1,34,039	-	-	-	1,34,039

There are no projects whose completion is overdue and has exceeded its cost compared to its original plan as on 31 March 2024.

4 Investments

	As at 31 March 2025	As at 31 March 2024
I. Non-current investments		
Investments designated at FVOCI		
Investments in equity instruments		
Quoted		
5,000 (31 March 2024: 5,000) equity shares of Neyveli Lignite Corporation Limited at ₹ 10 each fully paid up	12	11
1,410 (31 March 2024: 1,410) equity shares of Piramal Enterprises Limited at ₹ 2 each fully paid up	14	12
500 (31 March 2024: 500) equity shares of Tata Power Limited at ₹ 1 each fully paid up	2	2
41,98,837 (31 March 2024: 41,98,837) equity shares of Ultramarine and Pigments Limited at ₹ 2 each fully paid up	19,932	13,916
Total non-current investments	19,960	13,941
Aggregate amount of:		
- Quoted investments and market value thereof	19,960	13,941
II. Current investments		
Investments in mutual funds designated at FVTPL		
Unquoted		
SBI Liquid Fund- Direct Plan -(Current year Nil; Previous year 73,334 units)	-	1,261
ICICI Prudential Ultra Short Term Fund-(Current year Nil; Previous year 3,80,158 units)	-	1,369
HDFC Ultrashort Term Fund-(Current year Nil; Previous year 16,380 units)	-	777
Total current investments	-	3,407
Aggregate amount of:		
- Unquoted investments and market value thereof	-	3,407

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

III. Disclosure of Investments made through Intermediaries under rule 11(e) of the Companies (Audit and Auditors) Rules.

Name of the Company	Classification
Thirumalai Chemicals Limited	Funding Party
TCL Global B.V.	Intermediary 1
TCL Inc.	Intermediary 2
TCL Specialities LLC.	Ultimate Beneficiary

a) Details of Investment from Funding Party to Intermediary 1

Date	EUR	₹ in lakhs	Investments towards
13-Aug-19	25,000	20	Share Capital

Date	USD	₹ in lakhs	Investments towards
23-Mar-20	50,000	38	Further investment in Equity in Ultimate beneficiary through Intermediary 1 and Intermediary 2
15-Jul-20	2,00,000	151	
11-Dec-20	5,00,000	369	
02-Jun-21	50,00,000	3,660	
06-Sep-21	32,50,000	2,377	
24-Sep-21	32,50,000	2,397	
27-Oct-21	30,00,000	2,250	
29-Dec-21	20,00,000	1,502	
03-Mar-22	20,00,000	1,506	
07-Apr-22	10,00,000	760	
06-May-22	44,99,985	3,442	
06-May-22	2,50,015	192	
04-Sep-24	29,80,097	2,506	
27-Sep-24	29,89,290	2,505	
28-Oct-24	59,50,228	5,009	
21-Nov-24	1,18,47,457	10,035	
04-Dec-24	59,32,359	5,028	
18-Dec-24	1,76,22,270	14,968	
29-Jan-25	28,87,967	2,502	
	7,52,09,668	61,197	

b) Details of Loan from Funding Party to Intermediary 1

Date	USD	₹ in lakhs	Amount towards
25-Nov-22	2,50,00,000	20,393	Loan for further lending to Intermediary 2

c) Details of Loan repaid to Funding Party by Intermediary 1

Date	USD	₹ in lakhs	Amount towards
14-Sep-23	2,50,00,000	20,778	Loan repaid

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

d) Details of Investment from Intermediary 1 to Intermediary 2

Date	USD	Investments towards Share Capital
24-Feb-20	1,000	Further investment in Equity of Ultimate beneficiary through Intermediary 2
30-Mar-20	1,000	
31-Mar-20	49,000	
17-Jul-20	1,00,000	
20-Jul-20	1,00,000	
17-Dec-20	1,00,000	
18-Dec-20	4,00,000	
04-Jun-21	20,00,000	
07-Jun-21	20,00,000	
08-Jun-21	10,00,000	
09-Sep-21	20,00,000	
10-Sep-21	12,50,000	
28-Sep-21	20,00,000	
29-Sep-21	12,50,000	
28-Oct-21	10,00,000	
29-Oct-21	20,00,000	
03-Jan-22	20,00,000	
09-Mar-22	10,00,000	
10-Mar-22	10,00,000	
11-Apr-22	10,00,000	
16-May-22	30,00,000	
17-May-22	17,50,000	
05-Sep-24	29,80,097	
30-Sep-24	29,89,290	
29-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
19-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
	7,52,10,668	

e) Details of Loan from Intermediary 1 to Intermediary 2

Date	USD	Amount towards
30-Nov-22	2,50,00,000	Loan for further lending to ultimate beneficiary

f) Details of Loan repaid by Intermediary 2 to Intermediary 1

Date	USD	Amount towards
14-Sep-23	2,50,00,000	Loan repaid

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

g) Details of Investment from Intermediary 2 to Ultimate Beneficiary

i) Towards Share Capital

Date	USD	Remarks
01-Apr-20	50,000	Amount received as Capital Contribution from funding party through intermediaries
30-Jul-20	1,98,434	
22-Dec-20	50,000	
28-Dec-20	4,45,000	
09-Jun-21	50,00,000	
15-Sep-21	32,50,000	
30-Sep-21	32,50,000	
29-Oct-21	30,00,000	
05-Jan-22	20,00,000	
15-Mar-22	19,86,566	
11-Apr-22	10,00,000	
18-May-22	47,50,000	
09-Sep-24	29,80,097	
03-Oct-24	29,89,290	
30-Oct-24	59,50,228	
22-Nov-24	1,18,47,457	
06-Dec-24	59,32,359	
20-Dec-24	1,76,22,270	
30-Jan-25	28,87,967	
	7,51,89,668	

ii) Loan received

Date	USD	Amount towards
30-Nov-22	2,50,00,000	The funding party, through intermediaries, provided a loan for carrying out construction activities by the ultimate beneficiary.

ii) Loan repaid by Ultimate Beneficiary

Date	USD	Amount towards
14-Sep-23	2,50,00,000	Loan repaid

Notes

- The management certifies that relevant provisions of the Foreign Exchange Management Act, 1999 and Companies Act, 2013 have been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.
- During the year ended 31 March 2025, the Holding company had provided Corporate Guarantee to an amount of ₹ 2,140 lakhs (USD 2.5 million) (31 March 2024: ₹ 61,235 lakhs (USD 73.45 million)) to TCL Specialties LLC and ₹ 8,027 lakhs (31 March 2024: ₹ 45,200 lakhs) to TCL Intermediates Private Limited.
- The investments made during the year by the funding party to intermediary 1 are from borrowed funds from various banks (Also, refer Note 14)
- Other than those disclosed above i) no funds have been advanced or loaned or invested by the Holding Company and its Subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

4 Investments (Contd.)

- ii) Other than those disclosed above, no funds have been received by the Holding Company and its Subsidiary Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

5 Other financial assets

(Unsecured, considered good unless and otherwise stated)

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Security deposits				
- Unsecured, considered good	505	-	557	-
- Unsecured, which have significant increase in credit risk	18	-	18	-
Less: Allowances for expected credit loss	(18)	-	(18)	-
Staff advances	-	165	-	64
Receivable from supplier	-	165	-	233
Derivative asset	294	91	-	4
Others	-	277	-	278
	799	698	557	579

Notes:

- (a) There are no financial assets due from directors or other officers of the Group.
- (b) The carrying amount of cumulative other financial assets is considered as a reasonable approximation of fair value and adequate allowances for losses have been provided.
- (c) A description of the Group's financial instrument risks, including risk management objectives and policies are given in note 20.

6 Income tax

I. Income tax assets (net)	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Taxes paid in advance (net)	495	1,070	475	1,169
	495	1,070	475	1,169

II. Current tax liabilities (net)	As at 31 March 2025	As at 31 March 2024
Income tax liabilities (net)	-	89

III. Amounts recognised in profit or loss	Year ended 31 March 2025	Year ended 31 March 2024
Current tax		
Current period	2,214	1,105
Total current tax expense	2,214	1,105
<i>Deferred tax attributable to</i>		
Origination and reversal of temporary differences	(1,689)	(681)
Total deferred tax expense	(1,689)	(681)
Income tax expense	525	424

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

IV. Amounts recognised in other comprehensive income

	Year ended 31 March 2025			Year ended 31 March 2024		
	ztax	Tax	Net of tax	Before tax	Tax	Net of tax
- Exchange differences on translation of foreign operations	1,188	-	1,188	746	-	746
- Re-measurements of defined benefit plans	8	(2)	6	(37)	9	(28)
- Equity instruments through other comprehensive income, net	6,020	(952)	5,068	152	(26)	126
	7,216	(954)	6,262	861	(17)	844

V. Reconciliation of effective tax rate

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Holding Company at 25.17% (2023-24: 25.17%) and the reported tax expense in the consolidated statement of profit and loss are as follows:

	Year ended 31 March 2025		Year ended 31 March 2024	
Profit before tax		(4,085)		(3,455)
Tax using the Holding Company's domestic tax rate	25.17%	(1,028)	25.17%	(870)
Effect of:				
Income exempt from tax or allowed as deduction	0.05%	(2)	0.52%	(18)
Expenses disallowed for tax purpose	-1.79%	73	-8.08%	279
Difference between Indian and Foreign taxes	1.62%	(66)	1.39%	(48)
Unrecognised deferred tax asset on subsidiary losses	-45.02%	1,839	-31.95%	1,104
Excess/under provision for previous year	1.62%	(66)	0.64%	(22)
Others	5.51%	(225)	0.03%	(1)
Actual tax expense	-12.84%	525	-12.28%	424

VI. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets)/ liability	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Provisions - employee benefits	(436)	(404)	-	-	(436)	(404)
Provisions - others	(356)	(287)	-	-	(356)	(287)
Tax on intra-group eliminations	(107)	(142)	-	-	(107)	(142)
Fair valuation of equity instruments	-	-	3,488	2,524	3,488	2,524
Property, plant and equipment	-	-	6,315	6,185	6,315	6,185
Tax on carried forward capital loss	(2,542)	(815)	-	-	(2,542)	(815)
Translation differences	(41)	(6)	80	42	39	36
Deferred tax (assets)/ liabilities	(3,482)	(1,654)	9,883	8,751	6,401	7,097

In assessing the recoverability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Deferred tax asset in respect of unused tax losses carry-forwards amounting to ₹ 8,239 as at 31 March 2025 (31 March 2024: ₹ 3,036) have not been recognised by the Group, because it is probable that future taxable profits will not be available against which the unused tax losses can be utilized in the foreseeable future.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

7 Other assets

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
(Unsecured, considered good unless and otherwise stated)				
a) Capital advances	2,836	-	3,551	-
b) Advances other than capital advances				
i) Supplier advances	-	463	-	1,591
c) Security deposits	-	338	-	80
d) Others				
i) Balance with Government authorities	-	11,396	8,826	1,622
ii) Prepaid expenses	125	1,775	165	1,453
iii) Others	-	-	-	146
	2,961	13,972	12,542	4,892

- a. All of the Group's other current and non-current assets have been reviewed for indicators of impairment and no allowances for losses is required to be provided.

8 Inventories

	As at 31 March 2025	As at 31 March 2024
(valued at lower of cost and net realisable value)		
Raw materials	12,401	15,482
Work-in-progress	3,315	2,139
Finished goods	4,992	4,878
Stock-in-trade	37	60
Stores and spares	3,725	2,158
Fuel	175	176
Packing materials	193	198
Less: Provision for inventory obsolescence	(111)	(8)
	24,727	25,083
Note		
(i) Goods-in-transit included above are as below :		
a. Raw materials	164	237
b. Finished goods	1,893	1,860
c. Fuel	57	-
(ii) The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Group's policy.		

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

9 Trade receivables

	As at 31 March 2025	As at 31 March 2024
Current		
Unsecured		
(a) Considered good	19,899	18,315
(b) Trade Receivables – credit impaired	1,012	1,012
	20,911	19,327
Allowance for expected credit loss:		
(a) Trade Receivables – credit impaired	(1,012)	(1,012)
	(1,012)	(1,012)
Net trade receivables	19,899	18,315

Notes:

- (i) Movement in allowances for expected credit loss

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	1,012	1,012
Reversal during the year	-	-
Balance at the end of the year	1,012	1,012

- (ii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The carrying amount of the current trade receivable is considered a reasonable approximation of fair value as it is expected to be collected within twelve months.
- (iii) The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 20.
- (iv) There are no disputed trade receivables during the current year and previous year.

Trade receivables ageing as on 31 March 2025

Particulars	Outstanding for the following period from the due date						Total
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	15,133	4,704	1	-	3	58	19,899
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	1,012	1,012
Total	15,133	4,704	1	-	3	1,070	20,911

Trade receivables ageing as on 31 March 2024

Particulars	Outstanding for the following period from the due date						Total
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables considered good	13,036	4,147	-	3	120	1,009	18,315
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	1,012	1,012
Total	13,036	4,147	-	3	120	2,021	19,327

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Cash and bank balances

	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents		
Balance with banks in current accounts	17,748	14,313
Cash on hand	4	4
Deposit accounts (with original maturity less than 3 months)	539	26,243
Cash and cash equivalents as per statement of cash flows	18,291	40,560
Bank balances other than mentioned in cash and cash equivalents		
Unpaid dividend (Refer note below)	117	135
Deposit accounts (with original maturity greater than 3 months upto 12 months)	-	625
Balances with bank held as margin money	4,105	6,046
Cash collateral against Huntington Loan (Refer note 18 (iii))	13,222	12,573
	17,444	19,379
	35,735	59,939

- i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund by the Holding Company as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.

11 Equity share capital

	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity shares of ₹ 1 each	15,00,00,000	1,500	15,00,00,000	1,500
Unclassified shares of ₹ 10 each	1,00,00,000	1,000	1,00,00,000	1,000
	16,00,00,000	2,500	16,00,00,000	2,500
Equity shares of ₹ 1 each	10,24,28,120	1,024	10,24,28,120	1,024
	10,24,28,120	1,024	10,24,28,120	1,024
Subscribed and fully paid-up				
Equity shares of ₹ 1 each	10,23,88,120	1,024	10,23,88,120	1,024
Add: Amount paid up on forfeited shares (Also, refer note e)	40,000	-	40,000	-
	10,24,28,120	1,024	10,24,28,120	1,024

- a) There is no change in issued and subscribed share capital during the year.

b) Terms/ rights attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 1 per share. The Holding Company declares and pays dividends in Indian Rupees (₹). The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, which is approved by the Board of Directors. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be proportional to the number of equity shares held by the shareholders.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Cash and bank balances (Contd.)

c) Shareholders holding more than 5% of the aggregate shares in the Holding Company

	As at 31 March 2025		As at 31 March 2024	
	Number	% holding	Number	% holding
Equity shares of ₹ 1 each				
Ultramarine and Pigments Limited	2,04,51,770	19.97%	2,04,51,770	19.97%
Jasmine Limited	67,71,880	6.61%	67,71,880	6.61%
	2,72,23,650	26.58%	2,72,23,650	26.58%

d) Share holding of promoters

Promoter name	As at 31 March 2025			As at 31 March 2024		
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Ultramarine & Pigments Limited	2,04,51,770	19.97%	0.00%	2,04,51,770	19.97%	0.00%
Jasmine Limited	67,71,880	6.61%	0.00%	67,71,880	6.61%	0.00%
Sujata Sampath Family Trust	29,50,155	2.88%	0.00%	29,50,155	2.88%	0.19%
Sampath Family Trust	29,50,155	2.88%	0.00%	29,50,155	2.88%	0.19%
Parthasarathy Rangaswamy	91,961	0.09%	13.98%	80,681	0.08%	16.12%
Bhooma Parthasarathy	39,200	0.04%	0.00%	39,200	0.04%	100.00%
Indira Sundararajan	18,74,210	1.83%	0.00%	18,74,210	1.83%	0.00%
Tara Parthasarathy	8,555	0.01%	-98.84%	7,39,005	0.72%	0.91%
Meera Parthasarathy	-	0.00%	-100.00%	6,90,850	0.67%	-0.27%
Vidhya S	4,78,130	0.47%	0.00%	4,78,130	0.47%	0.00%
Varadharajan S	4,35,205	0.42%	0.00%	4,35,205	0.42%	0.00%
Ramya Bharathram	3,38,920	0.33%	0.00%	3,38,920	0.33%	1.53%
Narayan S	1,10,500	0.11%	-31.37%	1,61,000	0.16%	-42.40%
Deepa Ajay	10,000	0.01%	-75.00%	40,000	0.04%	-72.66%
Sundararajan V S	58,730	0.06%	0.00%	58,730	0.06%	0.00%
Uttara B	40,000	0.04%	0.00%	40,000	0.04%	0.00%
Sampath R	36,000	0.04%	0.00%	36,000	0.04%	0.00%
Bharathram V	30,000	0.03%	50.00%	20,000	0.02%	0.00%
Sujata Sampath	10,000	0.01%	0.00%	10,000	0.01%	0.00%
Vidya Family Trust	9,750	0.01%	0.00%	9,750	0.01%	0.00%
Ramya Family Trust	8,800	0.01%	0.00%	8,800	0.01%	0.00%
R Parthasarathy Family Trust	23,98,330	2.34%	0.00%	23,98,330	2.34%	0.00%
Bhooma Parthasarathy Family Trust	23,33,950	2.28%	0.00%	23,33,950	2.28%	0.00%
Rangaswamy Parthasarathy HUF	5,500	0.01%	0.00%	5,500	0.01%	100.00%
Meera Parthasarathy Family Trust	6,90,850	0.67%	100.00%	-	0.00%	0.00%
Tara Parthasarathy Family Trust	7,30,450	0.71%	100.00%	-	0.00%	0.00%
Gayathri Pravin	27,318	0.03%	0.00%	27,318	0.03%	100.00%
	4,28,90,319	41.87%		4,29,49,539	41.93%	

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

10 Cash and bank balances (Contd.)

- e) The Holding Company had forfeited 40,000 equity shares of ₹ 1 each (31 March 2024: 40,000 equity shares of ₹ 1 each) on which amount originally paid up was ₹ 22,500.
- f) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and there were no buy back of shares during the last 5 years immediately preceding 31 March 2025.
- g) Details of dividend paid:

	Year ended 31 March 2025	Year ended 31 March 2024
Date of meeting of board of directors	15-May-24	17-May-23
Dividend per share	₹ 1.00	₹ 1.50
Cash outflow in lakhs	1,024	1,536

12 Capital management policies and procedures

The Group's capital management objectives are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group maintains a mixture of cash and cash equivalents, long-term debt and short-term committed facilities that are designed to ensure it has sufficient available funds for business requirements. There are no imposed capital requirements on the Group, whether statutory or otherwise.

The Group monitors capital using a ratio of 'net debt' to 'equity'. Net Debt is calculated as total borrowings (shown in note 14), less cash and cash equivalents.

The Group's net debt to equity ratio as at 31 March 2025 is as follows:

	As at 31 March 2025	As at 31 March 2024
Total borrowings	1,70,658	1,16,331
Less: Cash and cash equivalents	(18,291)	(40,560)
Net Debt	1,52,367	75,771
Total equity	1,15,567	1,14,621
Net Debt to equity ratio*	132%	66%

* The variance is majorly on account of additional loans obtained during the current year (Also, refer note 14)

13 Other equity

	As at 31 March 2025	As at 31 March 2024
I. Reserves and Surplus		
(a) Securities premium	1,971	1,971
(b) Capital reserve on acquisition	3,282	3,282
(c) General reserve	4,283	4,283
(d) Retained earnings	75,858	81,486
Total Surplus	85,394	91,022

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

13 Other equity (Contd.)

	As at 31 March 2025	As at 31 March 2024
II. Accumulated other comprehensive income		
(e) Foreign currency translation reserve	8,994	7,806
(f) Cash flow hedging reserve	318	-
(g) Equity instruments classified at FVTOCI	19,837	14,769
	29,149	22,575
III. Total other equity (I+II)	1,14,543	1,13,597
(a) Securities premium		
Balance at the beginning of the year	1,971	1,971
Add : Additions made during the year	-	-
Balance at the end of the year	1,971	1,971
Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.		
(b) Capital reserve on acquisition		
Balance at the beginning of the year		
Add : Additions made during the year	3,282	3,282
Balance at the end of the year	-	-
	3,282	3,282
It represents the gains of capital nature which mainly include the excess of value of net assets acquired over consideration paid by the Group for business amalgamation transactions in earlier years.		
(c) General reserve		
Balance at the beginning of the year		
Add : Additions made during the year	4,283	4,283
Balance at the end of the year	-	-
	4,283	4,283
General reserve represents an appropriation of profits by the Group, which can be utilised for purposes such as dividend payout etc.		
(d) Retained earnings		
Balance at the beginning of the year	81,486	86,929
Add : Transfer from statement of profit and loss	(4,610)	(3,879)
Less : Final dividend	(1,024)	(1,536)
Less : Other comprehensive income	6	(28)
Balance at the end of the year	75,858	81,486
Retained earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc.		

(e) Foreign currency translation reserve

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	7,806	7,061
Add : Movement during the year	1,188	745
Balance at the end of the year	8,994	7,806

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

13 Other equity (Contd.)

(f) Cash flow hedging reserve

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	-	-
Add : Movement during the year	318	-
Balance at the end of the year	318	-

Mark to market gains/ losses arising on interest rate swap arrangements are accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the contracts are terminated.

(g) Equity instruments classified at FVTOCI

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	14,769	14,642
Add : Movement during the year	5,068	127
Balance at the end of the year	19,837	14,769

The Group has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group considers this to be more relevant.

14 Borrowings (measured at amortised cost)

	As at 31 March 2025	As at 31 March 2024
Non-current borrowings		
Secured		
Term loan from banks	1,25,844	64,823
Letter of credit bills discounting	9,819	10,739
	1,35,663	75,562
Unsecured		
Term loans from others	4,403	5,691
	4,403	5,691
Non-current borrowings	1,40,066	81,253
Current borrowings		
Letter of credit bills discounting	1,101	7,447
Invoice Bill Discounting	4,034	-
Inter-corporate loan	2,000	-
Working Capital Demand Loan (WC DL) from bank	2,332	4,034
Preshipment loan	-	1,928
Buyers Credit from bank	-	5,425
Current maturities of long-term loan from banks and others*	8,100	3,773
Interim loan from Huntington bank (Also, refer note 18 (iii))	13,025	12,471
Current borrowings	30,592	35,078
Total Borrowings	1,70,658	1,16,331

* includes unsecured portion of ₹ 2,635 lakhs (31 March 2024: ₹ 1,078 lakhs)

Summary of material accounting policies and other explanatory information

14 Borrowings (measured at amortised cost) (Contd.)

Notes:

i) As at 31 March 2025

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 28 February 2027 and ending on 30 November 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	19,808	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹1000 lakhs, starting from 30 November 2026 and ending on 31 August 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	19,816	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹100 lakhs, starting from 31 March 2027 and ending on 31 December 2031.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	2,476	-
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-11%	101	201
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Company.	INR	Thirumalai Chemicals Limited	9%-11%	501	1,003
Working Capital Demand Loan	Based on drawing power	First charge by way of hypothecation of current assets of the Company.	INR	Thirumalai Chemicals Limited	9%-10%	-	1,976
Inter-corporate loan	Repayable within six months from the date of disbursement	NIL	INR	Thirumalai Chemicals Limited	9.25%	-	2,000
Invoice Bill Discounting	Repayable within 180 days from the date of invoice	NIL	INR	Thirumalai Chemicals Limited	9.50%	-	4,034
Term loan from banks	Repayable in 24 quarterly instalments starting from August 2025 until May 2031	First pari passu charge by way of hypothecation on the entire movable assets of the company both present and future.	INR	TCL Intermediates Private Limited	8%-9%	23,695	1,879

Summary of material accounting policies and other explanatory information

i) As at 31 March 2025 (Contd.)

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
	Repayable in 24 quarterly instalments starting from November 2025 until July 2031	First paripasu charge by way of equitable mortgage on the lease land at Daheji-II Industrial Estate with other member banks.					
Term loan from banks	Repayable in quarterly instalments starting from June 2025 until March 2031	Secured by way of first charge on property, plant and equipment , Capital work in progress and right of use asset of the Company.	INR	TCL Intermediates Private Limited	8.5%-9.5%	14,024	2,382
Letter of credit	Ranges from one month to three years	Secured by way of first charge on capital goods purchased using such letter of credit	INR	TCL Intermediates Private Limited	7%-9%	9,818	1,101
WCDL	Based on Drawing Power	First paripasu charge on the entire current assets	INR	TCL Intermediates Private Limited	9.05%	-	356
Term loan from others	Repayable in 8 half yearly instalments, with the first instalment falling due on August 2024.	Unsecured	USD	Optimistic Organic Sdn Bhd	2%	4,403	2,635
Term loan from banks	Repayable in 20 quarterly instalments after a moratorium of 24 months starting from 31 December 2025.	1. First pari-passu charge on the moveable fixed assets of the company except, leasehold land and already existing structures thereon and lien marked assets in favour of the state of West Virginia. 2. Negative lien on shares held by Thirumalai Chemicals Limited, India in TCL Specialties LLC through its holding companies, TCL Global B.V, Netherlands; TCL Inc, United States. 3. Unconditional and irrevocable corporate guarantee of M/s. Thirumalai Chemicals Limited, India till the currency of the loan.	USD	TCL Specialties LLC	8%-9%	45,425	-
Interim loan from Huntington bank	Repayable in 1 instalment on 31 December 2025	Loan is secured by a cash collateral provided by West Virginia Economic Development Authority (WVEDA)	USD	TCL Specialties LLC	6%-7%	-	13,025
Total						1,40,066	30,592

Summary of material accounting policies and other explanatory information

ii) As at 31 March 2024

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 50.25 lakhs, starting from 31 October 2021 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	295	204
Term loan from banks	Repayable in 24 equal quarterly instalments of ₹250.62 lakhs, starting from 31 October 2020 and ending on 31 July 2026.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	1,493	1,006
Term loan from banks	Repayable in 20 equal quarterly instalments of ₹ 338 lakhs starting from 30 November 2020 and ending on 31 Aug 2025.	Secured by way of first charge on both movable and immovable property, plant and equipment of the Holding Company.	INR	Thirumalai Chemicals Limited	8%-9%	672	1,357
Term loan from banks	Repayable in quarterly instalments starting from June 2025 until March 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	11,046	-
Term loan from banks	Repayable in quarterly instalments starting from October 2025 until July 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	11,973	87
Term loan from banks	Repayable in quarterly instalments starting from August 2025 until May 2031	Secured by way of first charge on property, plant and equipment including work in progress of the Subsidiary Company.	INR	TCL Intermediates Private Limited	9%-10%	5,321	41
Term loan from others	Repayable in 8 half yearly instalments, with the first instalment falling due on August 2024.	Unsecured	USD	Optimistic Organic Sdn Bhd	2%	5,691	1,078
Term loan from banks	Repayable in 20 instalments starting from 31st March 2024 after a moratorium of 24 months starting from 1 January 2025.	1. First pari-passu charge on the moveable fixed assets of the company except, leasehold land and already existing structures thereon and lien marked assets in favour of the state of West Virginia. 2. Negative lien on shares held by Thirumalai Chemicals Limited, India in TCL Specialties LLC through its holding companies, TCL Global B.V., Netherlands; TCL Inc, United States.	USD	TCL Specialties LLC	8%-9%	34,022	-

Summary of material accounting policies and other explanatory information

ii) As at 31 March 2024 (Contd.)

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

Particulars	Terms of repayment	Security	Currency	Company	Average rate of interest	Non - Current	Current
Interim loan from Huntington bank	Repayable in 1 instalment on December 2024.	3. Unconditional and irrevocable corporate guarantee of M/s. Thirumalai Chemicals Limited, India till the currency of the loan. Loan is secured by a cash collateral provided by West Virginia Economic Development Authority (WVEDA)	USD	TCL Specialties LLC	6%-7%	-	12,471
Letter of credit bills discounted	Ranges from 60 days to one year	First charge by way of hypothecation of current assets of the Holding Company.	INR	Thirumalai Chemicals Limited	6%-9%	-	1,620
Letter of credit bills discounted	Ranges from one month to three years	Secured by way of first charge on capital goods purchased using such letter of credit of the Subsidiary Company.	INR	TCL Intermediates Private Limited	7%-8.9%	10,739	4,092
Letter of credit bills discounted	300 days from date of shipment	1. First pari-passu charge on the moveable fixed assets of the company except, leasehold land and already existing structures thereon and lien marked assets in favour of the state of West Virginia. 2. Negative lien on shares held by Thirumalai Chemicals Limited, India in TCL Specialties LLC through its holding companies, TCL Global BV, Netherlands; TCL Inc, United States. 3. Unconditional and irrevocable corporate guarantee of M/s. Thirumalai Chemicals Limited, India till the currency of the loan.	USD	TCL Specialties LLC	7%-8%	-	1,735
Working Capital Demand Loan	Based on drawing power	First charge by way of hypothecation of current assets of the Holding Company.	INR	Thirumalai Chemicals Limited	9.75%	-	4,034
Preshipment Loan	Ranges from 30 days to 180 days	First charge by way of hypothecation of current assets of the Holding Company.	USD	Thirumalai Chemicals Limited	6.47%	-	1,928
Buyers Credit	Ranges from 60 days to 150 days	First charge by way of hypothecation of current assets of the Holding Company.	USD	Thirumalai Chemicals Limited	5.79%	-	5,425
						81,253	35,078

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

14 Borrowings (measured at amortised cost) (Contd.)

iii) Reconciliation of movement of liabilities to cash flows arising from financing activities:

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	1,16,331	44,113
A) Changes from financing cash flows		
(i) Proceeds from borrowings	1,39,861	1,20,460
(ii) Transaction costs related to borrowings	(589)	(444)
(iii) Repayment of borrowings	(87,399)	(49,591)
(iv) Interest paid	(12,784)	(7,910)
Total changes from financing cash flows	39,089	63,924
B) Other changes		
(i) Interest accrued	13,591	9,477
(ii) Effect of changes in foreign exchange rates	1,647	226
Total other changes	15,238	8,294
Balance at the end of the year	1,70,658	1,16,331

15 Lease liabilities

	Year ended 31 March 2025	Year ended 31 March 2024
Current	508	719
Non current	7,397	8,123
	7,905	8,842

16 Provisions

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
(i) Gratuity	1,056	313	1,063	172
(ii) Compensated absences	328	180	410	72
	1,384	493	1,473	244

Provision for employee benefits

i) Gratuity

Gratuity is payable to all the employees at the rate of 15 days salary for each year of service. In accordance with applicable Indian laws, the Holding Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

16 Provisions (Contd.)

The following table sets out the funded status of the Gratuity Plan and the amounts recognized in the financial statements :

	As at 31 March 2025	As at 31 March 2024
Change in present value of projected benefit obligation		
Present value of benefit obligation at the beginning of the year	1,235	1,096
Interest cost	89	81
Current service cost	127	101
Benefits paid	(74)	(80)
Actuarial (gain)/ loss	(8)	37
Projected benefit obligation at the end of the year	1,369	1,235
Thereof		
Unfunded	1,369	1,235

i) Gratuity

Components of net gratuity costs are:	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost		
Interest cost	127	101
Net gratuity costs recognised in the income statement (Also, refer note 25)	89	81
	216	182
Actuarial (gain)/ loss recognised in other comprehensive income	(8)	37
Principal actuarial assumptions used:		
a) Discount rate	6.68%	7.20%
b) Long-term rate of compensation increase	10.00%	10.00%
c) Average future service	7 - 8 years	7 - 8 years
d) Attrition rate	10.00%	10.00%
e) Mortality table	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Employee benefits - Maturity profile

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2025	309	151	320	1,478	2,258
31 March 2024	169	165	407	1,317	2,058

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 7-8 years (31 March 2024: 7 years)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

16 Provisions (Contd.)

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability.

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
Sensitivity Level	0.50%	(0.50%)	0.50%	(0.50%)	0.50%	0.50%
Impact on defined benefit obligation	(9)	10	(38)	41	39	(37)

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2024						
Sensitivity Level	0.50%	(0.50%)	0.50%	(0.50%)	0.50%	0.50%
Impact on defined benefit obligation	(7)	8	(36)	38	37	(36)

In presenting the above sensitivity analysis the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

ii) Compensated absences

The Holding Company permits encashment of compensated absences accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Holding Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Holding Company does not maintain any plan assets to fund its obligation towards compensated absences.

The principal actuarial assumptions used to determine the liability are same as disclosed for gratuity above.

17 Trade payables

	As at 31 March 2025	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises (Also, refer note below)	488	349
Total outstanding dues other than micro enterprises and small enterprises	44,355	51,283
	44,843	51,632

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

17 Trade payables (Contd.)

Note:

Trade payable ageing as on 31 March 2025

Particulars	Outstanding for the following period from the due date					Total
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) MSME	190	232	50	16	-	488
(ii) Others	35,037	8,748	394	172	4	44,355
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	35,227	8,980	444	188	4	44,843

Trade payable ageing as on 31 March 2024

Particulars	Outstanding for the following period from the due date					Total
	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) MSME	230	117	2	-	-	349
(ii) Others	29,961	21,155	146	8	13	51,283
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	30,191	21,272	148	8	13	51,632

b) Supply chain financing

The Holding Company participates in a supply chain financing arrangement (SCF) which is disclosed under trade payables under which its suppliers may elect to receive early payment of their invoice from a bank of their choice. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the Holding Company and receives settlement from the Holding Company at a later date.

The Holding Company has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor the original liability was substantially modified on entering into the arrangement. From the Holding Company's perspective, the arrangement does not extend payment terms beyond the normal terms agreed and therefore discloses the amounts factored by suppliers within trade payables because the nature and function of the financial liability remain the same as those of other trade payables. All payables under SCF presented under Trade payables aggregating to ₹ 1,085 lakhs as at 31 March 2025 and ₹ 38,276 lakhs as at 31 March 2024 are classified as current, of which suppliers have received payment from finance provider aggregating to ₹ 719 lakhs as at 31 March 2025 (31 March 2024: ₹ 26,037 lakhs). The payment due dates for both SCF and comparable trade payables not part of SCF are 90- 120 days.

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Holding Company and their principal nature remains operating – i.e. payments for the purchase of goods and services. The payments to a supplier by the bank are considered non-cash transactions.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

18 Other financial liabilities

	As at31 March 2025		As at31 March 2024	
	Non-current	Current	Non-current	Current
Employee related payables	-	858	-	820
Capital creditors	-	13,189	-	13,071
Directors remuneration payable (Refer note 32(c))	-	170	-	47
Unpaid dividend	-	117	-	135
Derivative liabilities	-	695	-	-
Cash collateral received from WVEDA (Refer note (iii) below)	13,155	-	12,573	-
Other payables	-	486	-	295
Total financial liabilities	13,155	15,515	12,573	14,368

Notes:

- (i) Unpaid dividend included above represent amounts to be credited to the Investors Education and Protection Fund by the Holding Company as and when they become due. There are no delays in transferring the amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the balance sheet date.
- (ii) The Group's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 20.
- (iii) Represents amount received by the step down subsidiary, TCL Specialties LLC (TCLS LLC) from West Virginia Economic Development Authority (WVEDA) which is used as a cash collateral and marked as lien against an equivalent interim loan granted by Huntington Bank. Until the interim loan is repaid, TCLS LLC has no access to or control over the cash collateral amount. The amount received from WVEDA will be converted into a permanent loan (accordingly, classified as non current) from the date of commercial production by TCLS LLC and the interim loan from Huntington Bank will be settled on that date. An interest of 2% per annum is paid to WVEDA against the collateral granted. Also, refer note 10.

19 Other liabilities

	As at31 March 2025		As at31 March 2024	
	Non-current	Current	Non-current	Current
Deposits from service providers	-	88	-	77
Statutory dues	-	253	-	330
Advance from customers	-	299	-	337
Other payables	-	6	-	11
Deferred government grant *	4,108	-	4,002	-
	4,108	646	4,002	755

* During the previous year ended 31 March 2024, TCL Specialties LLC, a step down subsidiary of the Holding Company has received a forgivable loan of ₹ 4,002 lakhs from the Regional Economic Development authority in the State of West Virginia for the purpose of purchase of certain assets. The Management is reasonably certain that the conditions attached to such loan will be satisfied and accordingly the forgivable loan is treated as Government Grant in accordance with IND AS 20.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments

I. Financial instruments by category

	As at 31 March 2025			As at 31 March 2024		
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial assets						
Investments						
- Equity instruments*	-	-	19,960	-	-	13,941
- Mutual funds	-	-	-	-	3,407	-
Trade receivables	19,899	-	-	18,315	-	-
Cash and bank balances	35,735	-	-	59,939	-	-
Other financial assets	1,112	-	385	1,132	4	-
Total financial assets	56,746	-	20,345	79,386	3,407	13,945
Financial liabilities						
Borrowings	1,70,658	-	-	1,16,331	-	-
Lease liabilities	7,905	-	-	8,842	-	-
Trade payables	44,843	-	-	51,632	-	-
Other financial liabilities	27,975	695	-	26,941	-	-
Total financial liabilities	2,51,381	695	-	2,03,746	-	-

*Represents the equity securities which are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognise changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group considers this to be more relevant.

II. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

- **Level 1:** Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents fair value of hierarchy of assets measured at fair value as on 31 March 2025:

	As at 31 March 2025			
	Fair value measurement using			
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets / Liabilities measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	19,960	19,960	-	-
FVTPL financial investments				
Mutual funds	-	-	-	-
Derivative financial assets				
Interest rate swap contracts	385	-	-	385
Derivative financial liabilities				
Forward contracts	695	-	695	-

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

	As at 31 March 2024			
	Fair value measurement using			
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
FVOCI financial investments				
Quoted equity instruments	13,941	13,941	-	-
FVTPL financial investments				
Mutual funds	3,407	3,407	-	-
Derivative financial assets				
Forward contracts	4	-	4	-

Notes:

- (i) **Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV provided by the fund management company at the end of each reporting year.
- (ii) **Level 2:** If Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, the instrument is classified as level 2.
- (iii) **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The management uses valuation performed by Registered valuers for the interest rate swap arrangements.
- (iv) The Group has not disclosed the fair values for loans, cash and bank balances, trade receivables, other financial assets, trade payables, and other financial liabilities because their carrying amounts are a reasonable approximation to the fair values.
- (v) There have been no transfers between levels 1 and 2 during the year.

III. Financial risk management

The Group's activities expose it to market risk, credit risk and liquidity risk. The Group's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. The Group's senior management which is supported by a Treasury Team manages these risks. The Treasury Team advises on financial risks and the appropriate financial risk governance framework in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by the Treasury Team that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

The notes below explain the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Investments, trade receivables, cash and bank balances, loans, other financial assets	Ageing analysis Credit ratings	Diversification of bank deposits, and credit limits
Liquidity risk	Trade and other payables, other financial liabilities	Cash flow forecasts	Receivable management, availability of committed credit lines and borrowing facilities
Market risk - interest rate	Long term Borrowings	Sensitivity analysis	NA
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian Rupee (₹)	Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

A. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables.

Trade receivables

In respect of trade receivables, the Group is not exposed to any significant credit risk exposure with any single counterparty or any group of counterparties having similar characteristics other than those disclosed in note 9. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good.

Loss allowance for trade receivables are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Cash and bank balances and investments

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets

Other financial assets mainly comprises of security deposits which are given to customers or other governmental agencies, receivable from insurance company & suppliers in relation to contracts executed and are assessed by the Group for credit risk on a continuous basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

B. Liquidity risk

Liquidity risk is that the Group will not be able to meet its obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required. The treasury team's risk management policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Group manages the liquidity risk by maintaining adequate cash reserves, committed credit facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources and trade receivables significantly exceed the current cash outflow requirements. Cash flows from trade receivables are all contractually due within 30 to 90 days based on the credit period.

The following are the remaining contractual maturities of financial liabilities at the reporting date:

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2025				
Borrowings	19,994	29,596	1,55,536	23,990
Lease liabilities	257	298	1,805	38,484
Trade and other payables	44,843	-	-	-
Other financial liabilities	27,975	-	-	-
Total	93,069	29,894	1,57,341	62,474

	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
As at 31 March 2024				
Borrowings	23,415	21,064	81,339	22,925
Lease liabilities	334	409	2,748	38,553
Trade and other payables	51,632	-	-	-
Other financial liabilities	26,941	-	-	-
Total	1,02,322	21,473	84,087	61,478

C. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign exchange risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Group's main exposure to interest risk arises from long term borrowing with floating rate. The Group does not have any derivatives to hedge its interest rate risk exposure as at 31 March 2025.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

Interest rate sensitivity analysis

The table below summarises the impact of increase /decrease of the interest rates at the reporting date, on the Group's equity and profit for the period. The analysis is based on the assumption of +/- 1% change. Does not include interest cost incurred towards qualifying assets in accordance with Ind AS 23 since it does not have an impact in entity's profit or equity.

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
Term loan from bank	859	(859)	643	(643)

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2024				
Term loan from bank	335	(335)	251	(251)

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which revenues and purchases are denominated, and the respective functional currency of the Group Companies. The functional currency of the Group Companies are primarily the Indian Rupee (₹), US Dollars (USD) and Euro (EUR). The currency in which these transactions are primarily denominated are in Indian Rupee (₹), US dollars (USD) and Euro (EUR).

Derivative financial instruments

The Group holds foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Group also holds interest rate swap contracts to mitigate the risk of changes in interest rates. The counterparties for these contracts are generally banks.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

	31 March 2025	31 March 2024
	USD	USD
Financial assets		
Trade receivables	2,136	3,839
Cash and bank balances	3,027	1,729
Other financial assets	-	4
Financial liabilities		
Trade and other payables	27,109	1,092
Other financial liabilities	695	7,350
Net assets/ (liabilities)	(22,641)	(2,870)

The details in respect of outstanding foreign currency forward contracts are as follows:

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

	As at 31 March 2025		As at 31 March 2024	
	USD in Millions	₹ in Lakhs	USD in Millions	₹ in Lakhs
Forward contract in USD - Buy option	50.11	43,760	-	-
Forward contract in USD - Sell option	-	-	3.30	2,764

The foreign exchange forward contracts mature within 12 months. ₹ figures above have been calculated based on spot rates as at the reporting periods. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as at the Balance Sheet date (amount in millions of USD):

USD Contracts	As at 31 March 2025		As at 31 March 2024	
	Buy	Sell	Buy	Sell
Not later than one month	1.90	3.00	-	0.70
Later than one month and not later than three months	39.20	-	-	1.40
Later than three months and not later than one year	9.01	-	-	1.20
Total	50.11	3.00	-	3.30

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee (₹) against USD and EUR at 31 March would have affected the measurement of financial instruments denominated in such foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant and also assumes a +/- 1% change of the ₹ /USD exchange rate at 31 March 2025 (31 March 2024: 1%). If the ₹ had strengthened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%), then this would have had the following impact profit before tax and equity net of tax:

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
USD	(226)	226	(169)	169

	Profit before tax		Equity net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2024				
USD	(29)	29	(21)	21

Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities. The Group's exposure to equity security prices arises from investments held by the Group and classified in the balance sheet as FVOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

20 Disclosures on financial instruments (Contd.)

Sensitivity analysis (+/- 1%)

	OCI before tax		OCI net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2025				
Quoted equity securities	200	(200)	171	(171)

	OCI before tax		OCI net of tax	
	Increase	Decrease	Increase	Decrease
As at 31 March 2024				
Quoted equity securities	139	(139)	123	(123)

21 Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products		
Manufactured goods	1,97,036	2,05,591
Traded goods	6,663	1,560
Gross sales	2,03,699	2,07,151
Other operating revenues		
Sales of power from wind operated generators	120	136
Income from letting out of storage facility	433	368
Duty drawback benefit	75	122
Export incentive	202	183
Sale of scrap (net of taxes recovered)	422	353
	1,252	1,162
	2,04,951	2,08,313

22 Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income (Gross)*	772	1,057
Dividend income from investments #	243	730
Profit on sale of assets (net of loss on sales/ scraping of asset)	149	5
Rental income	49	43
Excess provisions/ Sundry balances written back (net)	322	50
Gain on foreign currency transaction/ translation (net)	243	-
Gain on termination of leases	45	
Insurance claims	192	32
Miscellaneous receipts	45	17
	2,060	1,934

*Financial assets carried at amortised cost

Includes ₹ 210 lakhs (previous year ₹ 203 lakhs) with respect to equity instruments designated at FVOCI

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

23 Cost of materials consumed and purchase of stock-in-trade

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory at the beginning of the year	15,482	23,919
Add : Purchases during the year	1,52,197	1,58,562
	1,67,679	1,82,481
Less: Inventory at the end of the year	12,401	15,482
	1,55,278	1,66,999
Purchase of stock-in-trade		
Purchase of machinery spares and other chemicals	4,660	1,613
	4,660	1,613

24 Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended 31 March 2025	Year ended 31 March 2024
Opening stock		
Finished goods	4,878	2,843
Work-in-progress	2,139	1,986
Stock-in-trade	60	38
	7,077	4,867
Closing stock		
Finished goods	4,992	4,878
Work-in-progress	3,315	2,139
Stock-in-trade	37	60
	8,344	7,077
Changes in inventories	(1,267)	(2,210)

25 Employee benefits expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	7,769	7,007
Gratuity expense (Also, refer note 16)	216	182
Contribution to provident and other funds	471	436
Staff welfare expenses	391	357
	8,847	7,982

26 Finance costs

	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense on financial liabilities carried at amortised cost*	4,448	3,589
Other borrowing costs	467	582
	4,915	4,171

*Net of Interest capitalised of ₹6,205 lakhs (Previous Year ₹5,631 lakhs).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

27 Other expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Stores and spares consumed	2,004	2,097
Power and fuel	8,927	6,829
Repairs to:		
Machinery	3,710	3,205
Buildings	540	516
Others	111	116
Packing expenses and materials consumed	1,890	2,075
Freight and forwarding	8,841	8,263
Commission and brokerage	36	57
Rent *	738	370
Rates and taxes	290	302
Insurance	688	702
Travelling and conveyance	644	408
Communication expenses	84	89
Research and development expenses	191	247
Expenses on wind operated generators	57	54
Legal and professional charges	1,216	928
Commission to non-executive directors (Also, refer note 30)	101	50
Corporate social responsibility expenditure (Also, refer notes 29 & 30)	280	362
Donations	10	2
Loss on fair valuation of derivatives	497	-
Loss on foreign currency transaction/ translation (net)	-	548
Miscellaneous expenses	1,698	1,607
	32,553	28,827

*The Group has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116 which amounts to ₹738 lakhs during the current year ended 31 March 2025 (₹370 lakhs in previous year).

28 Loss per equity share

	Year ended 31 March 2025	Year ended 31 March 2024
Basic and diluted loss per share (₹)		
On (loss) for the year	(4.50)	(3.79)
Notes:		
The earnings and weighted average numbers of equity shares used in the calculation of basic and diluted earnings per share are as follows:		
(a) Loss used in the calculation of basic and diluted loss per share:		
Profit for the year	(4,610)	(3,879)
(b) Weighted average number of equity shares used in the calculation of basic and diluted loss per share:		
Weighted average number of equity shares outstanding during the year	10,23,88,120	10,23,88,120

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

29 Expenditure on Corporate Social Responsibility (CSR)

	Year ended 31 March 2025	Year ended 31 March 2024
(a) Gross amount required to be spent by the Holding Company during the year	278	362
(b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	280	312
(c) Shortfall at the end of the year	(2)	50
(d) Details of related party transactions		
Thirumalai Charity Trust	250	301
(h) Whether any provision made based on contractual obligation to undertake CSR activity	No	Yes

The holding Company has created a provision of Nil (previous year ₹ 50 lakhs) with respect to unspent amount relating to the ongoing project. During the previous year, such sum has been transferred to Unspent CSR account on 23 April 2024.

Nature of Activities

Program for early Detection, Monitoring and Control of Non-Communicable Diseases (NCD) in the Community; Promoting health care including preventive health care for children.

30 Related parties

a) Names of related parties and nature of relationship:

Nature of relationship	Name of related party
Key Management Personnel	Company Executives
	Mr. R.Parthasarathy (Chairman and Managing Director)
	Mrs. Ramya Bharathram (Managing Director and Chief Financial Officer)
	Mr. C.G Sethuraman (Group Chief Executive Officer)
	Mr. Sanjay Sinha (Chief Executive Officer)
	Mr. P Mohana Chandran Nair (Director)
	Mr. T Rajagopalan (Company Secretary) upto 02 January 2025
	Mr. R PramodKumar (Company Secretary) w.e.f 28 January 2025
	Other Directors
	Mr. Raj Kataria (Independent Director) upto 05 August 2024
	Mr. R. Ravi Shankar (Independent Director) upto 05 August 2024
	Mr. Dhruv Moondhra (Independent Director) upto 05 August 2024
	Mr. R. Sampath (Non - Executive Director)
	Mr. Arun Ramanathan (Independent Director)
	Mr. Arun Alagappan (Independent Director)
	Mr. Rajeev M Pandia (Independent Director)
	Mrs. Bhama Krishnamurthy (Independent Director)
	Mr. M. Somasundaram (Independent Director) w.e.f 24 July 2024
Enterprise having transaction with the company during the current year/ previous year over which the Key Managerial Personnel and their relatives are able to exercise significant influence	Ultramarine and Pigments Limited (UPL)
	Thirumalai Charity Trust (TCT)
	ICE Steel 1 Private Limited

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

30 Related parties (Contd.)

b)

Transaction	Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Remuneration to Key Managerial Personnel*	Mr. R.Parthasarathy	333	332
	Mrs. Ramya Bharathram	221	141
	Mr. P Mohana Chandran Nair	94	61
	Key Managerial Personnel other than directors	586	524
Director sitting fees	Independent and non-executive directors	67	58
Commission	Independent and non-executive directors	90	47
Purchase of goods	Ultramarine and Pigments Limited	1	1
Rendering of services	Ultramarine and Pigments Limited	47	50
Receipt of services	Ultramarine and Pigments Limited	25	25
	Thirumalai Charity Trust	9	14
	ICE Steel 1 Private Limited	-	766
Loans obtained	Ultramarine and Pigments Limited	2,000	-
Interest on loans obtained	Ultramarine and Pigments Limited	10	-
Corporate social responsibility expenditure	Thirumalai Charity Trust	250	301

*Remuneration pertain to short term employee benefits. As the present value of obligation towards gratuity is determined for all the employees in aggregate, the post-employment benefits and other long-term benefits relating to key management personnel cannot be ascertained individually.

c) Balances with related parties

Particulars	Related Party	As at 31 March 2025	As at 31 March 2024
Deposits payable	Ultramarine and Pigments Limited	14	14
Loans payable	Ultramarine and Pigments Limited	2,010	-
Directors remuneration payable (including commission to non-executive directors)	Key Managerial Personnel	170	47

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free (except for loans) and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

31 Additional information required by Schedule III

Name of entity in the Group	Net assets		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
Holding Company								
Thirumalai Chemicals Limited								
31 March 2025	96%	1,10,667	-178%	8,221	77%	5,074	675%	13,295
31 March 2024	86%	98,393	-94%	3,630	12%	98	-123%	3,728
Subsidiaries								
Cheminvest Pte. Ltd								
31 March 2025	14%	15,982	-2%	73	0%	-	4%	73
31 March 2024	14%	15,487	-114%	4,408	0%	-	-145%	4,408
Lapiz Europe Ltd								
31 March 2025	0%	27	0%	(3)	0%	-	0%	(3)
31 March 2024	0%	29	0%	(3)	0%	-	0%	(3)
Optimistic Organic Sdn Bhd								
31 March 2025	12%	14,070	123%	(5,659)	0%	-	-287%	(5,659)
31 March 2024	17%	19,287	84%	(3,275)	0%	-	108%	(3,275)
TCL Global B V								
31 March 2025	63%	73,042	-3%	157	0%	-	8%	157
31 March 2024	18%	20,125	1%	(52)	0%	-	2%	(52)
TCL Inc								
31 March 2025	63%	72,969	-1%	67	0%	-	3%	67
31 March 2024	25%	29,159	0%	(6)	0%	-	0%	(6)
TCL Specialties LLC								
31 March 2025	63%	72,579	15%	(673)	5%	318	-18%	(355)
31 March 2024	25%	28,549	11%	(439)	0%	-	14%	(439)
TCL Intermediates Private Limited								
31 March 2025	15%	17,207	113%	(5,203)	0%	-	-264%	(5,203)
31 March 2024	16%	18,804	27%	(1,048)	0%	-	35%	(1,048)
Eliminations								
31 March 2025	-226%	(2,60,976)	34%	(1,590)	18%	1,188	-20%	(402)
31 March 2024	-101%	(1,15,212)	185%	(7,094)	88%	746	209%	(6,348)
Total								
31 March 2025	100%	1,15,567	100%	(4,610)	100%	6,580	100%	1,970
31 March 2024	100%	1,14,621	100%	(3,879)	100%	844	100%	(3,035)

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

32 Contingent liabilities and commitments

	As at 31 March 2025	As at 31 March 2025
(a) Contingent liabilities		
Claims against the Group, not acknowledged as debts		
Income tax demand including interest contested in Appeal (Refer note below)	120	601
(b) Commitments		
i) Estimated amount of contracts to be executed on capital account and not provided for	9,021	50,562
- Against which advances paid	2,836	3,551
Other commitments are cancellable at the option of the Group and hence not disclosed.		

- ii) The Company has various lease contracts that are non cancellable and the future lease payments for these non-cancellable lease contracts are ₹508 lakhs (Previous year ₹719 lakhs) within one year (Also, refer note 35).

Notes

- (i) During the previous year ended 31 March 2024, the Company had settled all its pending sales tax litigations under the Samadhan Scheme, a scheme introduced by Government of Tamil Nadu for settlement of arrears of tax, penalty or interest pertaining to various taxes administered by Commercial Taxes.
- (ii) No provision has been made in respect of disputed demands from Income-tax Authorities to the extent of ₹120 Lakhs (Previous Year ₹601 Lakhs) since the Holding Company has reasons to believe that it would get relief at the appellate stage as the said demands are excessive and erroneous. Against the above, the Holding Company has already paid ₹343 Lakhs (Previous year ₹388 Lakhs).

33 Leases

- i) The Group has entered into lease arrangements for tanks that are renewable on a periodic basis with approval of both lessor and lessee.
- ii) The Group does not have any lease commitments towards variable rent as per the contract.

iii) Lease liabilities are presented in the statement of financial position as follows:

	31 March 2025	As at March 2024
Current	508	719
Non-current	7,397	8,123
	7,905	8,842

iv) The following are amounts recognised in profit or loss:-

	31 March 2025	As at March 2024
Depreciation expense of right-of-use assets	569	660
Interest expense on lease liabilities	476	437
	1,045	1,097

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

33 Leases (Contd.)

v) Total cash outflow pertaining to leases

	31 March 2025	As at March 2024
Total cash outflow pertaining to leases during the period/year ended	(603)	(685)
	(603)	(685)

vi) Class of underlying asset for Right of use (Gross block)

	31 March 2025	As at March 2024
Lease hold land	11,767	11,458
Tank	948	1,993
	12,715	13,451

34 Segment reporting

a) Identification of Segments and Customer information

In accordance with Ind AS 108, Operating Segments, the Group has identified manufacture and sale of organic chemicals as the only reportable segment. Other activities of the Group has been assessed to be very insignificant resulting in its operations and results are not being actively reviewed by decision makers of Group. Accordingly, the Group has a single reportable segment. Within the single reportable segment of sale of organic chemicals, no single customer contributes to 10% of the Group's revenue from operations during the current and previous year.

b) Geographical information

The amount of its revenue from external customers and non-current assets other than financial instruments, and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	31 March 2025	31 March 2024
Revenue from Operations		
- India	1,95,224	2,02,518
- Rest of the World	9,727	5,795
Non-current assets		
- India	39,693	43,205
- Rest of the World	2,24,122	1,60,940

35 Transfer pricing

As per the Transfer pricing norms introduced in India with effect from 1 April 2001, the Group is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 has been completed and the contracts are recorded at arm's length basis.

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

36 Compliance with audit trail requirements

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Group has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2025, the Group has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes since it consumes storage space on the disk and can impact database performance significantly. The access to database IDs with Data Manipulation Language (DML) authority, which can make direct data changes (create, change, delete) at database level are limited to specific individuals and no changes have been made at database level during the current year.

Further, the Group has used another accounting software which is operated by a third-party software service provider for maintaining payroll records. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization) does not include details on testing of controls relating to audit trail feature at database level.

37 Additional regulatory information

- (i) No loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- (ii) The Group does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (iii) The Group has not availed any borrowings from banks or financial institutions on the basis of security of current assets.
- (iii) The Group is not declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iv) The Group has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- (v) There are no charges or satisfaction yet to be registered with Registrar of companies (ROC).
- (vi) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (vii) There are no Scheme of Arrangements placed before the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 for approval.
- (viii) The Group has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2025.
- (ix) The Group did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Summary of material accounting policies and other explanatory information

(All amounts are in lakhs of Indian Rupees (₹), unless otherwise stated)

38 Events after the reporting period

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2025) and the date of approval of these financial statements (16 May 2025).

In terms of our report attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No : 001076N/N500013

For and on behalf of the Board of Directors of
Thirumalai Chemicals Limited
CIN : L24100MH1972PLC016149

Vijay Vikram Singh
Partner
Membership No : 059139

Place : Hyderabad
Date : 16 May 2025

Ramya Bharathram
Chief Financial Officer
(DIN : 06367352)

Place : Chennai
Date : 16 May 2025

R Parthasarathy
Managing Director
(DIN : 00092172)

Place : Ranipet
Date : 16 May 2025

M Somasundaram
Director
(DIN : 05185268)

Place : Chennai
Date : 16 May 2025

C G Sethuraman
Group Chief Executive
Officer

Place : Chennai
Date : 16 May 2025

Sanjay Sinha
Chief Executive Officer

Place : Chennai
Date : 16 May 2025

R.Pramodkumar
Company Secretary
(ACS: 47895)
Place : Chennai
Date : 16 May 2025



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