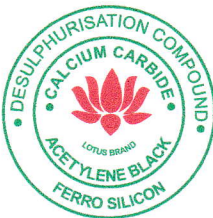


# TECIL CHEMICALS AND HYDRO POWER LTD.

## REGISTERED OFFICE

P.O. CHINGAVANAM,  
DIST.- KOTTAYAM, KERALA - 686 531  
EMAIL ID : tecilchingavanam@gmail.com  
PAN No. : AAAC8096J  
CIN No. : L24299KL1945PLC001206  
Website: www.tecilchemicals.com



## CORPORATE OFFICE

1<sup>ST</sup> FLOOR, ANJANA COMPLEX,  
VYTTILA-ARoor BYEPASS ROAD,  
KUNDANNOOR, KOCHI-682 304  
TEL: 0484- 2707015 / 16 / 17  
EMAIL ID : tecilchingavanam@gmail.com

## NOTICE OF THE 2<sup>ND</sup> BOARD MEETING FOR THE FY-20-21

TO,  
THE BOARD OF DIRECTORS,

Dear Sir,

Notice is hereby given that a meeting of the Board of Directors of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held on **Thursday, 13<sup>th</sup> August, 2020** at **11.00 AM** at 1<sup>st</sup> Floor, Anjana Complex, Aroor-Vyttila Bypass Road, Kundanoor, Ernakulam - 682 304, to transact the business as per the agenda enclosed herewith.

You are requested to make it convenient to attend the meeting.

Thanking you,

**ON BEHALF OF THE COMPANY**

**FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

**JUGUNU S NAIR**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above

Place: Kochi

Date: 30<sup>th</sup> July, 2020



## **AGENDA**

1. To grant leave of absence, if any.
2. To read and confirm the Minutes of the last Board Meeting held on 29<sup>th</sup> June 2020  
(*Annexure 1*)
3. To place on record the Minutes of last Meeting of Audit Committee held on 29<sup>th</sup> June 2020.
4. To place and take on record the proceedings of Audit Committee Meeting held on 13<sup>th</sup> August 2020.
5. To place on record the Minutes of last Meeting of Stakeholders Relationship Committee held on 29<sup>th</sup> June 2020.
6. To place and take on record the proceedings of Stakeholders Relationship Committee held on 13<sup>th</sup> August 2020.
7. To place on record the Minutes of last Meeting of Nomination and Remuneration Committee held on 29<sup>th</sup> June 2020.
8. To consider and approve the Statement of Un-Audited Financial Results for the quarter ended 30<sup>th</sup> June, 2020.(*Annexure 2*)
9. To place and take on record the Limited Review Report on Un-Audited Financial Results for the quarter ended 30<sup>th</sup> June, 2020.
10. Application to registrar of companies, Ernakulam for extension of time for conducting annual general meeting of the company for the F.Y 2019-20
11. To review the working of the Company.
12. Any other Business with the Permission of the Chair.

**BY ORDER OF THE BOARD**

**FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**



**JUGUNU S NAIR**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**MINUTES OF I/2020-21 MEETING OF THE BOARD OF DIRECTORS OF TECIL CHEMICALS AND HYDRO POWER LIMITED HELD AT 1<sup>ST</sup> FLOOR, ANJANA COMPLEX, VYTILLA AROOR BYE PASS ROAD, KUNDANNOOR, KOCHI, KERALA -682304 ON MONDAY, 29<sup>TH</sup> JUNE, 2020 AT 11:30 A.M.**

**PRESENT**

- |    |                            |   |                   |
|----|----------------------------|---|-------------------|
| 1. | Mr. Varghese Kurian        | - | Managing Director |
| 2. | Mrs. Lizhyamma Kurian      | - | Director          |
| 3. | Mr. Jeeben Varghese Kurian | - | CEO & Director    |
| 4. | Mr. Shaji K Mathew         | - | Director          |
| 5. | Mr. P Radhakrishnan Nair   | - | Director          |
| 6. | Mr. Vijayakumar P P        | - | Director          |
| 7. | Mr. Toby Antony            | - | Director          |
| 8. | Mr. Biju T M               | - | Director          |

**IN ATTENDANCE:**

- |    |                       |  |
|----|-----------------------|--|
| 1. | Ms. Jugunu S Nair     | - Company Secretary & Compliance Officer |
| 2. | Mr. Charley Varughese | - Project Manager                        |

The Meeting commenced at 11.30 AM

**CHAIRMAN OF THE MEETING**

Mr. Varghese Kurian took the Chair.

**1. LEAVE OF ABSENCE**

All the directors were present.

**2. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING**

The Chairman placed before the Board the Minutes of the previous Meeting of the Board of Directors held on 17<sup>th</sup> January, 2020. The Board perused the minutes and after some discussion confirmed the same.

**3. TO TAKE ON RECORD THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON 17<sup>TH</sup> JANUARY, 2020**

The Chairman placed before the Board the Minutes of the Meeting of the Audit Committee held on 17<sup>th</sup> January, 2020. The Board perused the Minutes and took the same on record.

**4. TO PERUSE PROCEEDINGS OF THE AUDIT COMMITTEE MEETING HELD ON 29<sup>TH</sup> JUNE 2020**

The Chairman placed before the Board, proceeding of the Meeting of the Audit Committee held on 29<sup>th</sup> June 2020. The Board perused and took note of the same.

**5. TO TAKE ON RECORD THE MINUTES OF STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING HELD ON 17<sup>TH</sup> JANUARY, 2020**

The Chairman placed before the Board the Minutes of the Stakeholders Relationship Committee Meeting held on 17<sup>th</sup> January, 2020. The Board perused the Minutes and took the same on record.

**6. TO PERUSE PROCEEDINGS OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING HELD ON 29<sup>TH</sup> JUNE 2020**

The Chairman placed before the Board, proceeding of the Meeting of the stakeholders relationship committee held on 29<sup>th</sup> June 2020. The Board perused and took note of the same.

**7. TO TAKE ON RECORD THE MINUTES OF NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON 17<sup>TH</sup> JANUARY, 2020**

The Chairman placed before the Board the Minutes of the Nomination and Remuneration Committee Meeting held on 17<sup>th</sup> January, 2020. The Board perused the Minutes and took the same on record.

**8. TO PERUSE PROCEEDINGS OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON 29<sup>TH</sup> JUNE 2020**

The Chairman placed before the Board, proceeding of the Meeting of the Nomination and Remuneration Committee Meeting held on 29<sup>th</sup> June 2020. The Board perused and took note of the same.

**9. DISCLOSURE OF INTEREST**

Chairman informed that pursuant to Section 184 of the Companies Act, 2013 it is necessary for the Directors to disclose their concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in the form MBP-1 at the first Board meeting in every financial year.

The notice of disclosure of interest in the prescribed form MBP-1 received from the Directors was placed before the meeting. The Board after deliberation passed the following resolution:-

**“RESOLVED THAT** pursuant to section 184 of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 if any, the notice of disclosure of interest or the concern in form MBP-1 received from the Directors of the Company (mentioned below) as placed before the meeting, be and are hereby noted and taken on record by the Board.”

Mr. Varghese Kurian	– Chairman and Managing Director
Mrs. Lizhyamma Kurian	– Director
Mr. Jeeben Varghese Kurian	- CEO & Director
Mr. Shaji K Mathew	– Director
Mr. P Radhakrishnan Nair	– Director
Mr. Vijayakumar P P	– Director
Mr. Toby Antony	– Director
Mr. Biju T M	– Director

**10. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR**

The Chairman informed the Board that under sub-section (7) of Section 149 of the Companies Act, 2013, every Independent Director is required to give a Declaration at the first Meeting of the Board that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Chairman placed before the Meeting the declarations given by Shri. Toby Antony, Shri. Vijayakumar P P, Shri. P Radhakrishnan Nair and Shri. Biju T M, Independent Directors of the Company stating therein that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Board took the same on record and decided to pass the following Resolution:

**“RESOLVED THAT** Declarations in terms of sub-section (7) of Section 149 given by Shri. Toby Antony, Shri. Vijayakumar P P, Shri. P Radhakrishnan Nair and Shri. Biju T M, Independent Directors of the Company stating therein that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 be taken on record.”

**11. AUTHORIZATION TO EXECUTE/ FILE DOCUMENTS**

**“RESOLVED THAT** Mr. Shaji Kalladayil Mathew, Director of the Company be and is hereby authorized to finalize, execute, deliver, submit and/or file all documents, agreements, undertakings, applications, forms returns, papers, instruments, receipts for and on behalf of the Company necessary under the various legislations in force in the country, including Corporate Laws, Economic Laws, Tax Laws, Labour Laws and other laws and to do any or all acts, deeds and things as are considered expedient for and on behalf of the Company, to the concerned Government, Judicial or Quasi- Judicial Authorities.”

**12. TO OBTAIN UNSECURED LOAN OF RS. 50,00,000/- FROM MR. VARGHESE KURIAN, MANAGING DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** pursuant to section 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, consent of the Board of Directors of the company be and is hereby accorded for obtaining unsecured loan not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs only) from Mr. Varghese Kurian, Managing Director of the company repayable on demand from the date of advancement of loan”.

**“FURTHER RESSOLVED THAT** the declaration obtained from Mr. Varghese Kurian pursuant to Rule 2(1)(C)(viii) of the Companies (Acceptance of Deposits )Rules, 2014 is hereby approved and duly taken note of.”

**“FURTHER RESSOLVED THAT** the Board of Directors of the Company be and is authorised, to do all acts, deeds, matters things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and to comply with such formalities as may be required including filing of MGT-14 pursuant to Section 117(1) of the Companies Act, 2013 with the Registrar of Companies.”

**13. APPROVAL OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2020**

**“RESOLVED THAT** the Financial Statements comprising of the Balance Sheet as on 31st March, 2020, a Statement of Profit and Loss for the year ended 31st March, 2020, together with the notes forming part thereof, the Cash Flow Statement for the year ended 31st March, 2020 reviewed and recommended by the Audit Committee of the Company, be and is hereby approved and signed by Shri. Varghese Kurian, Managing Director of the Company and Shri. Shaji K Mathew, Director of the Company, on behalf of the Board and Chief Financial Officer and the Company Secretary.

**RESOLVED FURTHER THAT** the duly signed and authenticated Financial Statements comprising Balance Sheet as on 31st March, 2020, Statement of Profit and Loss for the year ended 31st March, 2020 together with the notes forming part thereof, the Cash Flow Statement for the year ended 31st March, 2020 be submitted to the Statutory Auditors for the report thereon and the same be issued and circulated to the Members and laid at the Annual General Meeting for adoption by the Members of the Company.

**“FURTHER RESSOLVED THAT** the Board of Directors of the Company be and is authorised, to do all acts, deeds, matters things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and to comply with such formalities as may be required including filing of MGT-14 pursuant to Section 117(1) of the Companies Act, 2013 with the Registrar of Companies.”

**14. TO PLACE AND TAKE RECORD THE SECCRETARIAL ADIT REPORT ISSUED BY MR. HARIKRISHNAN R NAIR, PRACTISING COMPANY SECRETARY (CP NO. 3132) FOR THE FINANCIAL YEAR ENDED 31/03/2020.**

The Chairman placed the Secretarial Audit Report given by Mr. Harikrishnan R Nair, Practising Company Secretary (CP no. 3132) for the financial year ended 31/03/2020 under Regulation 24A of SEBI (LODR) Regulations, 2015 before the Board, which is submitted to the Bombay Stock Exchange and National Stock Exchange. The Board perused and took the same on record.

**15. GENERAL WORKING OF THE COMPANY**

The Board had taken note of the settlement of dispute with Mr. Thomas Chacko, Midhun and others by paying Rs.9,28,00,000/-.General working of the Company was discussed at length and the Board expressed their satisfaction over the same.

*Any other matter with the permission of the chair*

**16. TO PLACE ON RECORD SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2020 PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Chairman placed Shareholding Pattern for the Quarter ended 31<sup>st</sup> March, 2020 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 before the Board, which is to be submitted to the Bombay Stock Exchange and National Stock Exchange. The Board perused and took the same on record.

**17. TO PLACE ON RECORD REPORT OF RECONCILIATION OF SHARE CAPITAL AUDIT ISSUED BY HAZEEM & ASSOCIATES, PRACTICING COMPANY SECRETARIES UNDER REGULATION 55A OF SECURITIES AND EXCHANGE BOARD OF INDIA (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2015**

The Chairman placed the Share Capital Audit Report given by M/s Hazeem & Associates, Practicing Company Secretaries for the Quarter ended 31<sup>st</sup> March, 2020 under Regulation 55A of SEBI (Depositories Participants) Regulations, 2015 before the Board, which is submitted to the Bombay Stock Exchange and National Stock Exchange. The Board perused and took the same on record.

**18. STATEMENT OF INVESTOR COMPLAINTS PURSUANT TO THE REGULATION 13(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Chairman placed the Statement of Investor Complaints pursuant to the Regulation 13(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 before the Board, for the quarter ended 31.03.2020, which is to be submitted to the Bombay Stock Exchange and National Stock Exchange. The Board perused the same and took the same on record.

**19. TO TAKE ON RECORD HALF-YEARLY REPORT PURSUANT TO THE REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

The Chairman placed Half Yearly Report given by CS Mohammed Hazeem H. S, Practicing Company Secretary, for the Half Year ended 31<sup>st</sup> March, 2020 pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 before the Board, which is to be submitted to the Bombay Stock

Exchange and National Stock Exchange. The Board perused and took the same on record.

**20. SUBMISSION OF COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 7(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Chairman informed the Board that a Certificate Pursuant to Regulation 7(3) of Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the half year ended 31.03.2020 in regard to confirmation of maintenance of Shares in both physical and electronic form by the Company which is certified by the Registrar and Transfer Agent and Compliance officer of the Company needs to be submitted to the Bombay Stock Exchange and National Stock Exchange. The Board perused the same and took the same on record.

**21. VOTE OF THANKS**

There being no other business, the Meeting concluded with vote of thanks to the Chair.

**The Meeting concluded at 1.15 PM**

**Place: Kochi**

**Date of entry: 14/07/2020**

**Sd/-  
CHAIRMAN  
SIGNED ON 14/07/2020**



# TECIL CHEMICALS AND HYDRO POWER LTD.

## REGISTERED OFFICE

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## STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2020

Annexure 2

Sr. No.	Particulars	(Rupees in Lacs)			
		Three Months Ended			Year Ended
		30th June, 2020	31st March, 2020	30th June, 2019	31st March 2020
		Unaudited	Audited	Unaudited	Audited
	INCOME	-	-	-	-
1	REVENUE FROM OPERATIONS	-	-	-	-
2	OTHER INCOME	-	0.01	-	0.02
3	TOTAL INCOME (1+2)	-	0.01	-	0.02
4	EXPENSES				
	a) Stock of Materials and Services consumed	-	-	-	-
	b) Purchases of stock-in-trade	-	-	-	-
	c) Changes in Inventories of finished goods, stock & WIP	-	-	-	-
	d) Excise duty on sale of goods	-	-	-	-
	e) Employee Benefits Expenses	0.73	1.17	0.69	4.61
	f) Finance costs	398.00	-	-	-
	g) Depreciation and Amortisation Expenses	0.75	0.92	0.75	3.68
	h) Other Expenses	-	-	-	-
	i) Share Registry Expenses	0.24	0.23	0.24	1.18
	ii) Annual Listing Fees	6.90	-	7.02	8.20
	iii) Fees to External consultants	0.47	1.35	0.90	4.98
	iv) Loss on sale of Assets	-	-	-	-
	v) AGM Expenses	-	0.22	-	13.09
	vi) Other expenses	1.44	2.72	3.19	9.93
	Total Expenses	408.53	6.61	12.79	45.67
5	Profit before exchange (loss) / gain on swap contracts, exceptional items and tax (3+4)	(408.53)	(6.60)	(12.79)	(45.65)
6	Exchange (loss) / gain on swap contracts	-	-	-	-
7	PROFIT (LOSS) BEFORE EXCEPTIONAL ITEMS & TAX (5+6)	(408.53)	(6.60)	(12.79)	(45.65)
8	EXCEPTIONAL ITEMS	-	-	-	-
9	PROFIT BEFORE TAX (7+8)	(408.53)	(6.60)	(12.79)	(45.65)
10	TAX EXPENSE	-	-	-	-
	a. Current Tax	-	-	-	-
	b. Deferred Tax	-	-	-	-
	TOTAL OF TAX EXPENSE	-	-	-	-
11	PROFIT FOR THE PERIOD (9-10)	(408.53)	(6.60)	(12.79)	(45.65)
12	OTHER COMPREHENSIVE INCOME				
	A (i) Items that will not be reclassified to Profit or Loss	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-
	B (i) Items that will be reclassified to Profit or Loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to Profit or Loss	-	-	-	-
	C Other Comprehensive Income	-	-	-	-
	Total of other comprehensive Income	-	-	-	-
13	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (11+12)	(408.53)	(6.60)	(12.79)	(45.65)
14	Basic and Diluted Earnings per Share (in Rs.)	(2.15)	(0.03)	(0.07)	(0.24)
15	PAID-UP SHARE CAPITAL (Face Value of Rs.10/- share)	1,896.37	1,896.37	1,896.37	1,896.37
16	OTHER EQUITY	-	-	-	-





## LIMITED REVIEW REPORT

To

The Board of Directors  
TECIL CHEMICAL AND HYDRO POWER LTD  
Chingavanam  
Kottayam

We have reviewed the accompanying statement of unaudited financial results of TECIL CHEMICAL AND HYDRO POWER LIMITED for the quarter ended on 30th June, 2020. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion is not modified in respect of this matter.

For S R Pai & Co

Chartered Accountants



S. Rajeeva Pai

(M No: 214230)



FRN: 0010793S

UDIN: 20214230AAAABG4678

Date: 20/07/2020

Place: Ernakulam