

Corporate Governance

General information about company	
Scrip Code	506680
NSE Symbol	TECILCHEM
MSEI Symbol	notlisted
ISIN	INE014B01011
Name of the entity	TECIL Chemicals and Hydro Power Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Applicable

Annexure I to be submitted by listed entity on quarterly basis												
Disclosure of notes on composition of board of directors explanatory												
Whether the listed entity has a Regular Chairperson								Yes				
Whether Chairperson is related to MD or CEO								Yes	Disqualification of Directors under section 164 of the Co			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Di
1	Mr.	VARGHESE KURIAN	ADOPV5056E	01114947	Executive Director	Chairperson related to Promoter	MD	09-Aug-1962	No			
2	Mrs.	LIZHYAMMA KURIAN	CERP5993M	01114716	Executive Director	Not Applicable		30-May-1966	No			
3	Mr.	SHAJI MATHEW KALLADAYIL	ALBPM8393C	01866682	Executive Director	Not Applicable		23-Mar-1972	No			
4	Mr.	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ABOPV6367J	06907566	Non-Executive - Independent Director	Not Applicable		27-May-1957	No			
5	Mr.	PARAMESWARAN RADHAKRISHNAN NAIR	AAGPN4758G	06907573	Non-Executive - Independent Director	Not Applicable		30-May-1950	No			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01866682	SHAJI MATHEW KALLADAYIL	Executive Director	Member	23-Oct-2017		
2	06907573	PARAMESWARAN RADHAKRISHNAN NAIR	Non-Executive - Independent Director	Member	23-Oct-2017		
3	06907566	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	Non-Executive - Independent Director	Chairperson	23-Oct-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06907566	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	Non-Executive - Independent Director	Chairperson	23-Oct-2017		
2	06907573	PARAMESWARAN RADHAKRISHNAN NAIR	Non-Executive - Independent Director	Member	23-Oct-2017		
3	03621324	BIJU THUNDIL MADHAVAN	Non-Executive - Independent Director	Member	23-Jul-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01866682	SHAJI MATHEW KALLADAYIL	Executive Director	Member	23-Oct-2017		
2	06907573	PARAMESWARAN RADHAKRISHNAN NAIR	Non-Executive - Independent Director	Chairperson	23-Oct-2017		
3	06907566	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	Non-Executive - Independent Director	Member	23-Oct-2017		

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	06-Nov-2023			true	8	4	3
2	29-Dec-2023	52		true	8	8	4
3	07-Feb-2024	39		true	8	7	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	06-Nov-2023				true	3	3	2	0
2	Audit Committee	07-Feb-2024	92			true	3	3	2	0
3	Nomination and remuneration committee	06-Nov-2023				true	3	3	3	0
4	Nomination and remuneration committee	29-Dec-2023	52			true	3	3	3	0
5	Stakeholders Relationship Committee	05-Oct-2023				true	3	3	2	0
6	Stakeholders Relationship Committee	12-Oct-2023	6			true	3	3	2	0
7	Stakeholders Relationship Committee	13-Oct-2023	0			true	3	3	2	0
8	Stakeholders Relationship Committee	14-Oct-2023	0			true	3	3	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Disclosure of notes on related party transactions	
Disclosure of notes of material transaction with related party	

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Sr	Date of the event	Brief details of the event
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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:	
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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SHAJI MATHEW KALLADAYIL
2	Designation	Director

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.tecilchemicals.com/cms/2/About-Us
2	Terms and conditions of appointment of independent directors	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
3	Composition of various committees of board of directors	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=26
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
6	Criteria of making payments to non-executive directors	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
7	Policy on dealing with related party transactions	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=7
10	Email address for grievance redressal and other relevant details	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=20
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=20
12	Financial results	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=6
13	Shareholding pattern	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=5

14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=28
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=27
21	Materiality Policy as per Regulation 30(4)	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=16
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=30
23	Disclosures under regulation 30(8)	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=18
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=34
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.tecilchemicals.com/cms/3/Investor-Relation-(Regulation-46)
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		https://www.tecilchemicals.com/Default.aspx?PageID=3&ReportCatID=18

Disclosure of notes on website in terms of Listing Regulations explanatory

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	

22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	

47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	SHAJI KALLADAYIL MATHEW
2	Designation	Director

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	The company has not provided any loans/ guarantee/ comfort letters/ securities etc directly or indirectly to any promoter/promoter group/ entities/ any other entity controlled by them/ Directors (including relatives)/ any other entity controlled by them/ KMPs/ any other entity controlled by them.		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			

Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status		Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			
Date			

