

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

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CORPORATE OFFICE

1ST FLOOR, ANJANA COMPLEX,
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CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity
2. Quarter ending

-TECIL Chemicals and Hydro Power Limited
- 31-Dec-2018

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Date of Appointment	Director of Finance	Director of Operations	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in Listed entities including this listed entity	Memberships in Committees of the Company
Mr.	VARGHESE KURIAN	01114947	ADOPV5056E	C, ED	MD	01-Sep-2017			1	0	0	NA
Mrs.	LIZHYAMMA KURIAN	01114716	CERPK5993M	ED		01-Sep-2017			1	0	0	NA
Mr.	SHAJI MATHEW KALLADAYIL	01866682	ALBPM8393C	ED		01-Sep-2017			1	2	0	AC, SC
Mr.	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	06907566	ABOPV6367J	ID		01-Sep-2017		5	1	3	2	AC, SC, NRC
Mr.	PARAMESWARAN RADHAKRISHNAN NAIR	06907573	AAGPN4758G	ID		01-Sep-2017		5	1	3	1	AC, SC, NRC
Mr.	TOBY ANTONY	06982568	AGIPA6664L	ID		23-Oct-2017		5	2	3	0	NA
Mr.	MADHAVAN THUNDIL BIJU	03621324	AKSPB4294M	ID		23-Oct-2017		5	1	1	0	NRC
Mr.	JEEBEN VARGHESE KURIAN	06750117	DGIPK4100C	ED	CEO	14-Sep-2018			1	0	0	



Company Remarks	
Whether Permanent chairperson appointed	Yes

i. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SHAJI MATHEW KALLADAYIL	ED	Member	23-Oct-2017	
2	PARAMESWARAN RADHAKRISHNAN NAIR	ID	Member	23-Oct-2017	
3	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ID	Chairperson	23-Oct-2017	

Company Remarks	The Composition of Audit Committee is as follows- 1. MR. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR - CHAIRPERSON 2. MR. PARAMESWARAN RADHAKRISHNAN NAIR- MEMBER 3. MR. SHAJI MATHEW KALLADAYIL-MEMBER
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SHAJI MATHEW KALLADAYIL	ED	Member	23-Oct-2017	
2	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ID	Member	23-Oct-2017	
3	PARAMESWARAN RADHAKRISHNAN NAIR	ID	Chairperson	23-Oct-2017	

Company Remarks	The Composition of Stakeholders Relationship Committee is as follows- 1. MR. PARAMESWARAN RADHAKRISHNAN NAIR - CHAIRPERSON 2. MR. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR-MEMBER 3. MR. SHAJI MATHEW KALLADAYIL-MEMBER
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MADHAVAN THUNDIL BIJU	ID	Member	23-Jul-2018	
2	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ID	Chairperson	23-Oct-2017	
3	PARAMESWARAN RADHAKRISHNAN NAIR	ID	Member	23-Oct-2017	

Company Remarks	The Composition of Nomination And Remuneration Committee is as follows- 1. MR.PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR - CHAIRPERSON 2. MR. PARAMESWARAN RADHAKRISHNAN NAIR- MEMBER 3. MR. MADHAVAN THUNDIL BIJU-MEMBER
Whether Permanent chairperson appointed	

ii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
23-Jul-2018	26-Oct-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	94

iii. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	23-Jul-2018	26-Oct-2018	3	Yes
Stakeholders Relationship Committee	23-Jul-2018	26-Oct-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94



iv. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **VARGHESE KURIAN**
 Designation : **Managing Director**

