

# TECIL CHEMICALS AND HYDRO POWER LTD.

## REGISTERED OFFICE

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



## CORPORATE OFFICE

EMPIRE HOUSE, 3<sup>RD</sup> FLOOR,  
214, DR. D. N. ROAD, FORT,  
MUMBAI - 400 001  
TEL NO: 022-2207 83 81 / 82  
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## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Tecil Chemicals And Hydro Power Limited  
2. Quarter ending - 30-SEPTEMBER-2017

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity	No of members in Audit/Stakeholder Committee (including this listed entity)	No. of post of Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	SHREENIWAS BANSIDHAR SOMANI	00077939	AAGPS0840J	ED	18-Jun-1969			2	0	0
Mr.	VARGHESE KURIAN	01114947	ADOPV5056E	C,ED	01-Sep-2017			1	0	0
Mrs.	LIZHYAMMA KURIAN	01032861	ADCPJ1416A	ED	01-Sep-2017			1	0	0
Mrs.	SHAJI MATHEW KALLADAYIL	01866682	ALBPM8393C	ED	01-Sep-2017			1	1	0
Mr.	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	06907566	ABOPV6367J	NED, I D	01-Sep-2017		5	1	1	1



Mr.	PARAMESWARAN RADHAKRISHNAN NAIR	06907573	AAGPN4758 G	NED, I D	01-Sep-2017		5	1	1	2
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## II. Composition of Committees

### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PARAMESWARAN RADHAKRISHNAN NAIR	NED, ID	Member
2	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	NED, ID	Chairperson
3	SHAJI MATHEW KALLADAYIL	ED	Member

### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	NED, ID	Member
2	PARAMESWARAN RADHAKRISHNAN NAIR	DIRECTOR	Chairperson
3	SHAJI MATHEW KALLADAYIL	DIRECTOR	Member

### Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
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### Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PARAMESWARAN RADHAKRISHNAN NAIR	NED, ID	Member
2	SHAJI MATHEW KALLADAYIL	ED	Member
3	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	NED, ID	Chairperson

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
	01-Sep-2017	70
18-May-2017	28-Jul-2017	



<b>IV. Meeting of Committees</b>				
<i>Name of the Committees</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive(in number of days)</i>
Audit Committee	28-Jul-2017	3	18-May-2017	70
Stakeholders Relationship Committee	28-Jul-2017	3	18-May-2017	70
Nomination and remuneration committee				

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>
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



**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:

Name :  
Designation :

  
**SHREENIWAS SOMANI**  
Chief Executive Officer



### ANNEXURE III

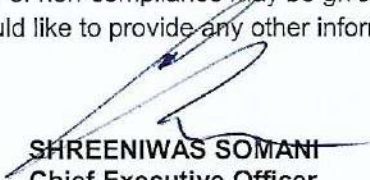
#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  
Designation :

  
**SHREENIWAS SOMANI**  
Chief Executive Officer

