

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

P.O.CHINGAVANAM,
DIST.-KOTTAYAM, KERALA -686 531
EMAIL ID: tecilchemicals@gmail.com
PAN No.: AACT8096J
CIN No.: L24299KL1945PLC001206
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CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD, FORT,
MUMBAI - 400 001
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CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity -TECIL Chemicals and Hydro Power Limited
2. Quarter ending - 30-SEPTEMBER-2016

I. Composition of Board of Directors										
Title(Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /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(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	SHREENI WAS BANSIDHAR SOMANI	00077939	AAGPS0840J	ED	18-Jun-1969		N.A	1	0	0
Mr.	PRAKASH CHAND JAIN	00370447	ACRPJ1949E	ID,C & NED	24-Nov-2004			2	3	3
Mr.	GHANSHYAM KAMLASH ANKAR JOSHI	01032861	ADCPJ1416A	ID	24-Nov-2004		5	3	6	3
Mrs.	SHANTA SOMANI	06974887	AAEPS3386B	ED	29-Sep-2014		N.A	2	0	0
Mr.	TOBY ANTONY	06982568	AGIPA6664L	ID	22-Oct-2014		5	1	3	0



II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	GHANSHYAM KAMLASHANKAR JOSHI	ID	Member
2	TOBY ANTONY	ID	Member
3	PRAKASH CHAND JAIN	ID,C & NED	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	PRAKASH CHAND JAIN	ID,C & NED	Chairperson
2	GHANSHYAM KAMLASHANKAR JOSHI	ID	Member
3	TOBY ANTONY	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	GHANSHYAM KAMLASHANKAR JOSHI	ID	Member
2	TOBY ANTONY	ID	Member
3	PRAKASH CHAND JAIN	ID,C & NED	Chairperson

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	PRAKASH CHAND JAIN	ID,C & NED	Chairperson
2	GHANSHYAM KAMLASHANKAR JOSHI	ID	Member
3	TOBY ANTONY	ID	Member

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30-May-2016	25-Jul-2016	32
22-Jun-2016		



IV. Meeting of Committees				
<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	25-Jul-16	3	30-May-16	55
Stakeholders Relationship Committee	25-Jul-16	3	30-May-16	55
Nomination and remuneration committee	22-Jul-16	3	21-Jun-16	30

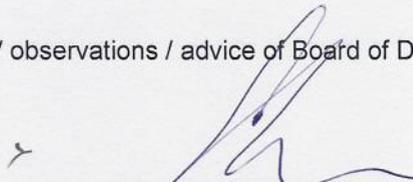
V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed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

A handwritten signature in blue ink is written over a purple circular stamp. The stamp contains the text "TFCI CHEMICALS AND FERTILIZERS LIMITED" around the perimeter and "MUMBAI" in the center.

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) – **N.A.**
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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

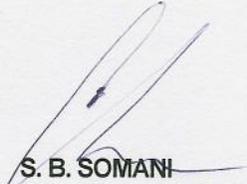
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status(Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	Yes	
New name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status(Yes/No/NA)
<i>Independent director (s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)&25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1)&(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1)&(2)	Yes



Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Yes**

Name : 
Designation : Chief Executive Officer

