

# 70<sup>TH</sup> ANNUAL REPORT 31<sup>ST</sup> MARCH, 2015



**TECIL CHEMICALS AND  
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

SHRI. SHREENIWAS B. SOMANI

CHAIRMAN & MANAGING  
DIRECTORDR. R. S. SARDA  
(RESIGNED W.E.F. 22/10/2014)

DIRECTOR

SHRI. P.C. JAIN

DIRECTOR

SHRI. GHANSHYAM K. JOSHI

DIRECTOR

SMT. SHANTA SOMANI  
(APPOINTED W.E.F. 29/09/2014)

DIRECTOR

SHRI. TOBY ANTONY  
(APPOINTED W.E.F. 22/10/2014)

DIRECTOR

MISS HARSHALI SHIRODKAR

COMPLIANCE OFFICER

BANKERSSTATE BANK OF INDIA  
&  
AXIS BANK LTD.STATUTORY AUDITORM/S. VMD AND COMPANY,  
MUMBAIINTERNAL AUDITORM/S. SARDA SONI ASSOCIATES,  
MUMBAIREGISTERED OFFICEP.O.CHINGAVANAM,  
DIST.- KOTTAYAM,  
KERALA – 686 531CORPORATE OFFICEEMPIRE HOUSE, 3<sup>RD</sup> FLOOR,  
214, DR. D. N. ROAD, FORT,  
MUMBAI – 400 001WEBSITE: [www.tecilchemicals.com](http://www.tecilchemicals.com)  
E-MAIL: [tecilchemicals@gmail.com](mailto:tecilchemicals@gmail.com)

**TECIL CHEMICALS AND HYDRO POWER LIMITED****Registered Office: P.O. CHINGAVANAM, DIST. KOTTAYAM – 686 531, KERALA****CIN No.- L24299KL1945PLC001206****Website: www.tecilchemicals.com****Email Id: tecilchemicals@gmail.com****NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Seventieth Annual General Meeting** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala on **Monday, 07<sup>th</sup> September, 2015 at 04:00 P.M.**, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31/03/2015 and the report of Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Shri. S. B. Somani (DIN No.-00077939), who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification (s) the following resolution as an Ordinary Resolution :-

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. VMD & Company, Chartered Accountants (Reg. No.-125002W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of The Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting (AGM) of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

**SPECIAL BUSINESS****4. REGULARISATION OF SMT. SHANTA SOMANI AS DIRECTOR**

To regularise Smt. Shanta Somani (DIN No.- 06974887), as Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution -

**“RESOLVED THAT** Smt. Shanta Somani (DIN No.-06974887), who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> September, 2014 pursuant to Section 149 (1) of The Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and the requirement of Circular issued by Securities And Exchange Board of India (SEBI) in its vide Circular No. - CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014 and Section 161 of the Companies Act, 2013, who holds office of Directorship up to the date of this Annual General Meeting and in respect of whom a notice along with requisite deposit, proposing his candidature for the office of the Director, has been received by the Company from a Shareholder under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Shri. Ghanshyam Kamalashankar Joshi (DIN No.- 01032861), Director of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regards."

**5. REGULARISATION OF SHRI. TOBY ANTONY AS DIRECTOR**

To regularise Shri. Toby Antony (DIN No. - 06982568), as Director and this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution -

**"RESOLVED THAT** Shri. Toby Antony (DIN No.- 06982568), who was appointed as an Additional Director of the Company with effect from 22<sup>nd</sup> October, 2014 pursuant to Section 152 and 161 of the Companies Act, 2013, who holds office of Directorship up to the date of this Annual General Meeting and in respect of whom a notice along with requisite deposit, proposing his candidature for the office of the Director, has been received by the Company from a Shareholder under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Shri. Ghanshyam Kamalashankar Joshi (DIN No.- 01032861), Director of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regards."

**Notes:**

1. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are of pen for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
2. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 and 5 of the accompanying Notice are annexed hereto.
3. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e. on Saturday, 05<sup>th</sup> September, 2015 by 02:00 p.m.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from 26<sup>th</sup> August, 2015 to 07<sup>th</sup> September, 2015 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Systems Supports Services.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN to the Company / Systems Supports Services.

11. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Systems Supports Services for consolidation into a single folio.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

### **PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING**

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing Members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in **Annexure – A** to the notice. The Members are requested to go through them carefully.

### **ON BEHALF OF THE BOARD**

Sd/-

**S. B. SOMANI**

**CHAIRMAN AND MANAGING DIRECTOR**

**(DIN No. – 00077939)**

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2015**

**EXPLANTORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

The Board of Directors of the Company appointed Smt. Shanta Somani (DIN No.- 06974887) as an Additional Director of the Company, pursuant to the Sec. 149 (1) of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014 and the requirement of Circular issued by Securities And Exchange Board of India (SEBI) in its vide Circular No. - CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014 and Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 29<sup>th</sup> September, 2014.

In term of provisions of Section 161(1) of the Companies Act, 2013, Smt. Shanta Somani (DIN No.- 06974887) holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice dated 27<sup>th</sup> May, 2015 in writing under Section 160 of the Companies Act, 2013 along with a deposit of sum of Rs. 1,00,000/- from a Member proposing the candidature of Smt. Shanta Somani (DIN No. - 06974887) for the office of the Director of the Company.

Smt. Shanta Somani (DIN No. - 06974887) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Brief resume of Smt. Shanta Somani (DIN No. - 06974887) is given in Corporate Governance Report forming part of the Annual Report to the Company.

Except Smt. Shanta Somani and her relatives (DIN No. - 06974887) of the Company, no other Director is concerned or interested or deemed to be concern or interested in the proposed Resolution. Smt. Shanta Somani (DIN No. - 06974887) is not holding any share in Tecil Chemicals and Hydro Limited (the "Company"). The Board of Directors recommends the passing of proposed Resolution.

**ITEM NO. 5**

The Board of Directors of the Company appointed Shri. Toby Antony (DIN No.- 06982568) as an Additional Director of the Company, pursuant to the Section 161(1) of the Companies Act 2013 and the Articles of Association of the Company, with effect from 29<sup>th</sup> September, 2014.

In terms of provisions of Section 161(1) of the Companies Act, 2013, Shri. Toby Antony (DIN No. - 06982568) holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice dated 27<sup>th</sup> May, 2015 in writing under Section 160 of the Companies Act, 2013 along with a deposit of sum of Rs.1,00,000/- from a Member proposing the candidature from Shri. Toby Antony (DIN No.- 06982568) for the office of Director of the Company.

Shri. Toby Antony (DIN No. - 06982568) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief resume of Shri. Toby Antony (DIN No. - 06982568) is given in Corporate Governance Report forming part of the Annual Report to the Company.

Except Shri. Toby Antony and his relatives (DIN No. - 06982568) of the Company, no other Director is concerned or interested or deemed to be concern or interested in the proposed Resolution. Shri. Toby Antony (DIN No. - 06982568) is not holding any share in Tecil Chemicals And Hydro Limited (the "Company"). The Board of Directors recommends the passing of proposed Resolution.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

**S. B. SOMANI**

**CHAIRMAN AND MANAGING DIRECTOR  
(DIN No. – 00077939)**

**Place: Mumbai  
Date: 29<sup>th</sup> May, 2015**

## ANNEXURE 'A' TO THE NOTICE

### INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- (i) The Remote E-Voting period begins on 03<sup>rd</sup> September, 2015 (09:00 a.m.) and ends on 05<sup>th</sup> September, 2015 (05:00 p.m.). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27<sup>th</sup> August, 2015, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the E-Voting Website - [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID -
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in DEMAT Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

<b>For Members holding shares in DEMAT Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <p>"Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>"In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the</p>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your DEMAT Account or in the company records for the said DEMAT Account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio.</p> <p>"Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT Form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT Holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for Remote E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **TECIL CHEMICALS AND HYDRO POWER LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If DEMAT account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xii) In case you have any queries or issues regarding Remote E-Voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote E-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

**FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

Sd/-

**S. B. SOMANI**

**CHAIRMAN AND MANAGING DIRECTOR**

**(DIN No. – 00077939)**

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2015**