

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xi) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

NAME OF THE COMPANY	Tecil Chemical And Hydro Power Limited
MEETING	72nd Annual General Meeting
DATE & TIME	Thursday, 28th September, 2017 at 04:00 p.m.
VENUE	P.O Chingavanam, Dist. Kottayam, Kerala - 686531

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opposite St. George Hospital, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **M/s Tecil Chemicals And Hydro Power Limited** ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 72nd Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 28th September, 2017 at 04:00 p.m. at **P.O Chingavanam, Dist. Kottayam, Kerala - 686531**, submit my report as under:



11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai 400001.
Mob.: 96196 43088 / 93206 47478 • Off.: 2207 5288 / 4004 3784
E-mail : skjaincs1944@gmail.com / cskjain1944@gmail.com

2. Dispatch of Notice convening the Meeting

The Notice dated 01st September, 2017 along with statement stating out material facts under Section 102 of the Act were sent to the shareholders on 7th September, 2017 in respect of the below mentioned resolutions proposed at the 72nd Annual General Meeting of the Company.

3. Cut-off Date

The Voting rights were reckoned as on **Thursday, 21st September, 2017** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

4. Remote e-Voting

i. Agency:

The Company has appointed Central Depository (India) Limited (CDSL) as the Agency for providing the remote e-Voting platform.

ii. Remote e-Voting:

The remote e-Voting platform was open from 9.00 A.M. on Monday, 25th September, 2017 up to 5.00 P.M. on Wednesday, 27th September, 2017 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.



5. Voting at the AGM.

i. Members present in person / through authorised representatives-	32
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	4
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting-	1
Members who cast vote through Poll (including Members with multiple folio and shares held in joint names)	27

- ii. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- iii. The locked ballot box was carried by me to Mumbai and was opened at my office on 29th September, 2017 and the poll papers were taken out and subsequently opened in my presence and they were diligently scrutinized in the presence of two witnesses. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Name: Mrs. Bhakti Hodar

Name: Ms. Aashita Shah

The votes cast through remote e-voting were unblocked on 29th September, 2017 at around 10:39 A.M. in presence of above mentioned two witnesses who were not in the employment of the Company.

- iv. Canara Bank's representative Mr. George Mathew was present and submitted a letter of authority given by the said bank in his favour. On scrutiny of ballot form it was found that the representative of Canara Bank had mentioned on the ballot form "Abstained from voting".



- v. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)
- vi. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting through Poll at the Meeting on the Resolutions contained in the Notice of the Annual General Meeting. My responsibility as Scrutinizer for the remote e-voting and voting through Poll at the Meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

The combined result of remote E-voting and poll is as under:

VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM	28th September, 2017
Total number of shareholders on record date	22646
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public	31
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public	0



Resolution No. 1

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017, and the Reports of the Directors and Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public-Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



Resolution No. 2

To appoint M/s. S. R. Pai & Co., Chartered Accountants (Reg. No. 010793S) as Statutory Auditors of the Company (in place of M/s. VMD & Co., Chartered Accountants Reg. No. 125002W) to hold office from the conclusion of 72nd Annual General Meeting of the Company till the conclusion of 77th Annual General Meeting of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public- Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0

**Resolution No. 3**

To appoint Mr. Varghese Kurian as Regular Director Designated as Managing Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public- Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



Resolution No. 4

To appoint Mrs. Lizhyamma Kurian as Regular Director Designated as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public - Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



Resolution No. 5

To appoint Mr. Shaji Mathew Kalladayil as Regular Director Designated as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public - Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



Resolution No. 6

To appoint Mr. Parameswaran Radhakrishnan Nair as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public - Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



Resolution No. 7

To appoint Mr. Pthuparambil Parameswaran Pillai Vijaykymar as Regular Director Designated as Non- Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	8359587	0	0	0	0	0	0
	Poll		8359587	100	8359587	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		8359587	100	8359587	0	100	0
Public - Institutions	E-Voting	1982200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	8621913	17930	0.21	17930	0	100	0
	Poll		7120	0.08	7120	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		25050	0.29	25050	0	100	0
Total		18963700	8384637	0.44	8384637	0	100	0



RESULT SUMMARY

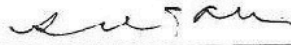
SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2017, and the Reports of the Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To appoint M/s. S. R. Pai & Co., Chartered Accountants (Reg. No. 010793S) as Statutory Auditors of the Company (in place of M/s. VMD & Co., Chartered Accountants Reg. No. 125002W) to hold office from the conclusion of 72 nd Annual General Meeting of the Company till the conclusion of 77 th Annual General Meeting of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).	Ordinary Resolution	100	0
3.	To appoint Mr. Varghese Kurian as Regular Director Designated as Managing Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).	Special Resolution	100	0
4.	To appoint Mrs. Lizhyamma Kurian as Regular Director Designated as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution with or without modification(s).	Ordinary Resolution	100	0



The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Dr. S. K. Jain
Practicing Company Secretary



Per 

Chairman



Place: Mumbai
Date: 30th September, 2017