

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Tecil Chemicals and Hydro Power Limited
2. Quarter ending - 31/03/2020

i. Composition Of Board Of Director

T i t l e (M r / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f f o r m e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f p o s t o f f i c e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	V A R G H E S E K U R I A N	0 1 1 1 4 9 4 7	A D O P V 5 0 5 6	C, E D	M D	01- Sep - 201 7	01- Sep- 2017			0 9- A u g- 1 9 6 2	NA		1	0	0	0		



M rs .	LIZ HY A M M A KU RI AN	0 1 1 1 4 7 1 6	E C E R P K 5 9 9 3 M	ED		01- Sep - 201 7	01- Sep- 2017			3 0- M ay - 1 9 6 6	NA		1	0	0	0		
M r.	SH AJI M AT HE W KA LL AD AY IL	0 1 8 6 6 6 8 2	A L B P M 8 3 9 3 C	ED		01- Sep - 201 7	01- Sep- 2017			2 3- M ar - 1 9 7 2	NA		1	0	2	0	AC,SC	
M r.	PU TH UP AR A MB IL PA RA ME SW AR AN PIL LA I VIJ AY AK U M AR	0 6 9 0 7 5 6 6 6 7J	A B O P V 6 3 6 7J	ID		01- Sep - 201 7	01- Sep- 2017		6 0	2 7- M ay - 1 9 5 7	NA		1	1	2	2	AC,SC ,NRC	
M r.	PA RA ME SW AR AN	0 6 9 0 7 5	A A G P N 4	ID		01- Sep - 201 7	01- Sep- 2017		6 0	3 0- M ay - 1	NA		1	1	2	1	AC,SC ,NRC	



	RA DH AK RIS HN AN NA IR	7 3	7 5 8 G						9 5 0								
M r.	TO BY AN TO NY	0 6 9 8 2 5 6 6 8	A G IP A 6 6 6 4 L	ID		23- Oct - 201 7	23- Oct- 2017		6 0	0 6- M ay - 1 9 5 7	NA		2	2	2	0	
M r.	BIJ U TH UN DI L M AD HA VA N	0 3 6 2 1 3 2 4	A K S P B 4 2 9 4 M	ID		23- Oct - 201 7	23- Oct- 2017		6 0	1 6- M ay - 1 9 7 4	NA		1	1	0	0	NRC
M r.	JE EB EN VA RG HE SE KU RI AN	0 6 7 5 0 1 1 7	D G IP K 4 1 0 0 C	ED	C E O	14- Sep - 201 8	14- Sep- 2018			0 3- A pr - 1 9 9 2	NA		1	0	0	0	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

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

Company Remarks	
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	PARAMESWARAN RADHAKRISHNAN NAIR	ID	Member	23-Oct-2017	
2	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ID	Chairperson	23-Oct-2017	
3	BIJU THUNDIL MADHAVAN	ID	Member	23-Jul-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. 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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
25-Oct-2019	17-Jan-2020	Yes	5	4



Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. **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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	25-Oct-2019		Yes	3	2
Audit Committee		17-Jan-2020	Yes	3	2
Stakeholders Relationship Committee	25-Oct-2019		Yes	3	2
Stakeholders Relationship Committee		17-Jan-2020	Yes	3	2
Nomination & Remuneration Committee		17-Jan-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

Subject	Compliance status
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**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**



- c. Stakeholdersrelationshipcommittee - **Yes**
d. Riskmanagementcommittee(applicabletothetop100listedentities) - **Not applicable**
3. Thecommitteemembershavebeenmadeawareoftheirpowers,roleandresponsibilitiesasspecifiedinSEBI(Listingobligationsanddisclosurerequirements)Regulations,2015. - **Yes**
4. ThemeetingsoftheboardofdirectorsandtheabovecommitteeshavebeenconductedinthemannerasspecifiedinSEBI(Listingobligationsanddisclosurerequirements)Regulations,2015. - **Yes**
5. a. Thisreportand/orthereportssubmittedinthepreviousquarterhasbeenplacedbeforeBoardofDirectors. - **Yes**
b. Anycomments/observations/adviceofBoardofDirectorsmaybementionedhere:

Name : Shaji K Mathew
Designation : Director



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	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.tecilchemicals.com
Terms and conditions of appointment	Yes		www.tecilchemicals.com
Composition of various committees of	Yes		www.tecilchemicals.com
Code of conduct of board of	Yes		www.tecilchemicals.com
Details of establishment of vigil mechanism/	Yes		www.tecilchemicals.com
Criteria of making payments to non-	Yes		www.tecilchemicals.com
Policy on dealing with related party	Yes		www.tecilchemicals.com
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		www.tecilchemicals.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.tecilchemicals.com
Contact information of the designated	Yes		www.tecilchemicals.com
Financial results	Yes		www.tecilchemicals.com
Shareholding pattern	Yes		www.tecilchemicals.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Yes		www.tecilchemicals.com
Advertisements as per regulation 47 (1)	Yes		www.tecilchemicals.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tecilchemicals.com
Materiality Policy as per Regulation 30	Yes		www.tecilchemicals.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.tecilchemicals.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status/	Company Remark
Independent director(s) have been appointed in terms of specified criteria of independence and Board composition	16(1)(b) & 25(6)	Yes	
Meeting of Board of directors	17(1), 17(1A) & 17(1B)	Yes	
Quorum of Board meeting	17(2)	Yes	
Review of Compliance Reports	17(2A)	Yes	
Plans for orderly succession for appointments	17(3)	Yes	
Code of Conduct	17(4)	Yes	
Fees/compensation	17(5)	Yes	
	17(6)	Yes	



Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1), (2), (3), (4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1), (1A), (5), (6)	Yes	
Prior or Omnibus approval of Audit Committee for all	23(2), (3)	Not Applicable	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	Not Applicable	
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	



Other Information	
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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. - **Not Applicable**

Other Information	
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Name : SHAJI MATHEW KALLADAYIL
Designation : Director


