

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

P.O.CHINGAVANAM,
DIST.-KOTTAYAM, KERALA -686 531
EMAIL ID: tecilchemicals@gmail.com
PAN No.: AAAC8096J
CIN No.: L24299KL1945PLC001206
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CORPORATE OFFICE

EMPIRE HOUSE, 3RD 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-JUNE-2017

| I. Composition of Board of Directors | | | | | | | | | | | |
|--------------------------------------|-------------------------------|----------|------------|--|---------------------|-------------------|--------|---|--|--|--|
| Title(Mr./ Ms) | Name of the Director | DIN | PAN | Category(Chair person /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 | | 5 | 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 | NED, ID | Member |
| 2 | TOBY ANTONY | NED, 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 | NED,ID | Member |
| 3 | TOBY ANTONY | NED,ID | Member |

| Risk Management Committee | | | |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| Not Applicable | | | |

| 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 | NED,ID | Member |
| 3 | TOBY ANTONY | NED,ID | Member |

| III. Meeting of Board of Directors | | |
|--|---|---|
| <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> |
| 18-Jan-2017 | 18-May-2017 | 119 |



| 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 | 18-May-2017 | 3 | 18-Jan-2017 | 119 |
| Stakeholders Relationship Committee | 18-May-2017 | 3 | 18-Jan-2017 | 119 |
| Nomination and remuneration committee | | | | |

| 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 |



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 : **SHREENIWAS SOMANI**
Designation : **Chief Executive Officer**



ANNEXURE II


| 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 |



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

