

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

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PAN No. : AAAC8096J
CIN No. : L24299KL1945PLC001206
Website: www.tecilchemicals.com



CORPORATE OFFICE

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CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity -TECIL Chemicals and Hydro Power Limited
2. Quarter ending - 30-September-2019

i. Composition Of Board Of Director

Tit le (M r./ M s)	Name of the Director	DIN	PAN	Cat egor y(C hair per son /Exe cutiv e/No n-Exec utive/ Inde pend ent/ Nomi nee)	Sub Cat egor y	Date of Appointme nt	D T a t e o f c e s s a t i o n	No. of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No. of mem bersh ips in Audit /Stak ehold er Com mitte e(s) incl uding this list ed enti ty	No. of post of Chair perso n in Audit/ Stake holder Com mittee held in Listed entitie s incl uding this list ed enti ty	M e m be rs hip in Co m mit tees of th e Co m pa ny
Mr.	VARGHESE KURIAN	01114947	ADOPV5056E	C, ED	MD	01-Sep-2017		1	0	0	NA
Mrs.	LIZHYAMMA KURIAN	01114716	CERPK5993M	ED		01-Sep-2017		1	0	0	NA
Mr.	SHAJI MATHEW KALLADAYIL	01866682	ALBPM8393C	ED		01-Sep-2017		1	2	0	AC, SC
Mr.	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	06907566	ABOPV6367J	ID		01-Sep-2017	5	1	3	2	AC, SC, NRC
Mr.	PARAMESWARAN RADHAKRISHNAN NAIR	06907573	AAGPN4758G	ID		01-Sep-2017	5	1	3	1	AC, SC, NRC
Mr.	TOBY ANTONY	06982568	AGIPA6664L	ID		23-Oct-2017	5	2	3	0	NA
Mr.	MADHAVAN THUNDIL BIJU	03621324	AKSPB4294M	ID		23-Oct-2017	5	1	1	0	NRC
Mr.	JEEBEN VARGHESE KURIAN	06750117	DGIPK4100C	ED	CEO	14-Sep-2018		1	0	0	



Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

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

Company Remarks	The Composition of Audit Committee is as follows- 1. MR.PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR - CHAIRPERSON 2. MR. PARAMESWARAN RADHAKRISHNAN NAIR- MEMBER 3. MR. SHAJI MATHEW KALLADAYIL-MEMBER
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

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

Company Remarks	The Composition of Stakeholders Relationship Committee is as follows- 1. MR. PARAMESWARAN RADHAKRISHNAN NAIR - CHAIRPERSON 2. MR. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR-MEMBER 3. MR. SHAJI MATHEW KALLADAYIL-MEMBER
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	NA
Whether Permanent chairperson appointed	



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MADHAVAN THUNDIL BIJU	ID	Member	23-Jul-2018	
2	PARAMESWARAN RADHAKRISHNAN NAIR	ID	Member	23-Oct-2017	
3	PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR	ID	Chairperson	23-Oct-2017	

Company Remarks	The Composition of Nomination And Remuneration Committee is as follows- 1. MR.PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR – CHAIRPERSON 2. MR. PARAMESWARAN RADHAKRISHNAN NAIR- MEMBER 3. MR. MADHAVAN THUNDIL BIJU-MEMBER
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
17-May-2019	23-July-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	66

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	17-May-2019	23-July-2019	3	Yes
Stakeholders Relationship Committee	17-May-2019	23-July-2019	3	Yes
Nomination & Remuneration Committee	17-May-2019	23-July-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	66



v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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

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 maybe mentioned here:

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Name : SHAJI KALLADAYIL MATHEW
Designation : Director



ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.tecilchemicals.com
Terms and conditions of appointment of independent directors	Yes		www.tecilchemicals.com
Composition of various committees of board of directors	Yes		www.tecilchemicals.com
Code of conduct of board of directors and senior management	Yes		www.tecilchemicals.com
Details of establishment of vigil mechanism/Whistle Blower policy	Yes		www.tecilchemicals.com
Criteria of making payments to non-executive directors	Yes		www.tecilchemicals.com
Policy on dealing with related party transactions	Yes		www.tecilchemicals.com
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programmes imparted to independent	Yes		www.tecilchemicals.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes		www.tecilchemicals.com
Email address for grievance Redressal and other relevant details	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		
New name and the old name of the listed entity	Yes		www.tecilchemicals.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<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	



Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1)&(2)	Yes	
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
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)	Not Applicable	
Approval for material related party transactions	23(4)	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	
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	

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 KALLADAYIL MATHEW**
Designation : **Director**

