

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
Website: www.tecilchemicals.com



CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD, FORT,
MUMBAI - 400 001
TEL NO: 022-2207 83 81 / 82
FAX NO: 022-2207 42 94

NOTICE OF THE BOARD MEETING

TO,
DIRECTORS OF TECIL CHEMICALS AND HYDRO POWER LIMITED,

Dear Sirs,

Notice is hereby given that a meeting of the Board of Directors of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held on **Friday, 01st September, 2017 at 04:00 p.m.** at Empire House, 3rd Floor, Dr. D. N. Road, Fort, Mumbai - 400001, to transact the business as per the agenda enclosed herewith.

You are requested to make it convenient to attend the meeting.

Thanking you,

ON BEHALF OF THE COMPANY

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED


S. B. SOMANI
DIRECTOR
(DIN NO. 00077939)



Encl: as above

Place: Mumbai

Date: 18th August, 2017

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AGENDA OF THE MEETING

1. To grant leave of absence, if any.
2. To read and confirm the Minutes of the last Board Meeting.
3. To appoint Shri. Varghese Kurian as an Additional Director of the Company.
4. To appoint Smt. Lizhyamma Kurian as an Additional Director of the Company.
5. To appoint Shri. Shaji Mathew Kalladayil as an Additional Director of the Company.
6. To appoint Shri. Parameswaran Radhakrishnan Nair as an Additional Director of the Company.
7. To appoint Shri. Puthuparambil Parameswaran Pillai Vijayakumar as an Additional Director of the Company.
8. To appoint Shri. Varghese Kurian as Managing Director of the Company on such terms and conditions as decided by the Board subject to his appointment as Regular Director at the ensuing Annual General Meeting.
9. To appoint Smt. Lizhyamma Kurian as Whole Time Director of the Company on such terms and conditions as decided by the Board subject to his appointment as Regular Director at the ensuing Annual General Meeting.
10. To appoint Shri. Shaji Mathew Kalladayil as Whole Time Director of the Company on such terms and conditions as decided by the Board subject to his appointment as Regular Director at the ensuing Annual General Meeting.
11. To designate Shri. Parameswaran Radhakrishnan Nair as Non-Executive Independent Director of the Company to hold his office for a period of consecutive five years, subject to his appointment as Regular Director at the ensuing Annual General Meeting and to take on record his declaration of Independence as required under Section 149 (6) of the Companies Act, 2013.
12. To designate Shri. Puthuparambil Parameswaran Pillai Vijayakumar as Non-Executive Independent Director of the Company to hold his office for a period of consecutive five years, subject to his appointment as Regular Director at the ensuing Annual General Meeting.



13. To consider and approve Notice of Annual General Meeting to be held on Thursday, 28th September, 2017 at 04:00 p.m. at the Registered Office of the Company.
14. To take on record Disclosure of Interest in Form MBP-1 and Declaration in Form DIR-8 from the persons who are proposed to be appointed as Additional Directors and Declaration of Independence as required under Section 149 (6) of the Companies Act, 2013 from the Independent Directors.
15. To take on record resignation of Shri. Toby Antony Designated as Non-Executive Independent Director of the Company.
16. To take on record resignation of Shri. Prakash Chand Jain Designated as Non-Executive Independent Director of the Company.
17. To take on record resignation of Shri. Ghanshyam Kamalashankar Joshi Designated as Non-Executive Independent Director of the Company.
18. To take on record resignation of Smt. Shanta Somani Designated as Whole Time Director of the Company.
19. To take on record resignation of Shri. Ramasubramonia Iyer Designated as Chief Financial Officer of the Company.
20. To take on record resignation of Smt. Harshali Shirodkar Designated as Compliance Officer of the Company.
21. To recommend appointment of M/s. S. R. Pai & Co., Chartered Accountants (Reg. No. - 010793S) as Statutory Auditors of the Company for a term of five years, in place of M/s. VMD & Co., Chartered Accountants (Reg. No. - 125002W) whose term expires at ensuing Annual General Meeting of the Company.

BY ORDER OF THE BOARD

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED



S. B. SOMANI
DIRECTOR
(DIN NO. 00077939)

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NOTES TO AGENDA

1. TO GRANT LEAVE OF ABSENCE, IF ANY

There was no leave of absence. All the Directors were present in the Board Meeting.

2. TO CONFIRM THE MINUTES OF LAST BOARD MEETING

The Minutes of the last Board Meeting will be placed on table and shall be read at the time of Board Meeting for confirmation of the Directors.

3. TO APPOINT SHRI. VARGHESE KURIAN AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Board will consider and approve the appointment of Shri. Varghese Kurian as an Additional Director of the Company and then pass the following Resolution -

"RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Shri. Varghese Kurian from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

4. TO APPOINT SMT. LIZHYAMMA KURIAN AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Board will consider and approve the appointment of Smt. Lizhyamma Kurian as an Additional Director of the Company and to pass the following Resolution -



“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Smt. Lizhyamma Kurian from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution.”

5. **TO APPOINT SHRI. SHAJI MATHEW KALLADAYIL AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Shaji Mathew Kalladayil as an Additional Director of the Company and to pass the following Resolution -

“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Shri. Shaji Mathew Kalladayil from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution.”

6. **TO APPOINT SHRI. PARAMESWARAN RADHAKRISHNAN NAIR AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Parameswaran Radhakrishnan Nair as an Additional Director of the Company and to pass the following Resolution -

“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and Shri. Parameswaran Radhakrishnan Nair from whom consent letter in form DIR-2 and



declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

7. **TO APPOINT SHRI. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as an Additional Director of the Company and to pass the following Resolution -

"RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and Shri. Puthuparambil Parameswaran Pillai Vijayakumar from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

8. **TO APPOINT SHRI. VARGHESE KURIAN AS MANAGING DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING**

The Board will consider the appointment of Shri. Varghese Kurian as Managing Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Managing Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:



"RESOLVED THAT in Accordance with the provision of Section 196, 197 to 203 read with schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Varghese Kurian as a Managing Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Varghese Kurian, subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is herby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."

9. **TO APPOINT SMT. LIZHYAMMA KURIAN AS WHOLE TIME DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING**

The Board will consider the appointment of Smt. Lizhyamma Kurian as Whole Time Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to her appointment as Regular Director and for her appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

"RESOLVED THAT in accordance with the provision of Section 196, 197 to 203 read with Schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rule 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Smt. Lizhyamma Kurian as a Whole Time Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions as may be agreed with Board of Directors and deem fit and as may be acceptable to Smt. Lizhyamma Kurian subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is herby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."



10. TO APPOINT SHRI. SHAJI MATHEW KALLADAYIL AS WHOLE TIME DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING.

The Board will consider the appointment of Shri. Shaji Mathew Kalladayil as Whole Time Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

“RESOLVED THAT in Accordance with the provision of Section 196, 197 to 203 read with schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rule 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Shaji Mathew Kalladayil as a Whole Time Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Shaji Mathew Kalladayil subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.”

11. TO DESIGNATE SHRI. PARAMESWARAN RADHAKRISHNAN NAIR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD HIS OFFICE FOR A PERIOD OF CONSECUTIVE FIVE YEARS, SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING AND TO TAKE ON RECORD HIS DECLARATION OF INDEPENDENCE AS REQUIRED UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013

The Board will consider the appointment of Shri. Parameswaran Radhakrishnan Nair as Non-Executive Independent Director of the Company for a period of five years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:



"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Parameswaran Radhakrishnan Nair as a Non-Executive Independent Director of the Company for a period of 5 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Parameswaran Radhakrishnan Nair subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."

12. TO DESIGNATE SHRI. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD HIS OFFICE FOR A PERIOD OF CONSECUTIVE FIVE YEARS, SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING

The Board will consider the appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as Non-Executive Independent Director of the Company for a period of five years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as a Non-Executive Independent Director of the Company for a period of 5 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Puthuparambil Parameswaran Pillai Vijayakumar subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."



13. TO CONSIDER AND APPROVE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 28TH SEPTEMBER, 2017 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

The Board is to consider and approve the notice for convening of Annual General Meeting and then pass the following Resolution-

"RESOLVED THAT Seventy Second Annual General Meeting of the Company be convened at the Registered Office of the Company at Chingavanam P.O., Kottayam, Kerala - 686531 on Thursday, 28th September, 2017 at 04:00 P.M. to transact the business as per the draft notice placed before this Meeting duly initialed by the Chairman for identification and that Shri. S. B. Somani, Director of the Company be and is hereby authorized to issue notice of the Annual General Meeting as per draft, to the Members of the Company and also others entitled to receive the notice.

RESOLVED FURTHER THAT Shri. S. B. Somani, Director be and is hereby authorised to do all the needful in this respect."

14. TO TAKE ON RECORD DISCLOSURE OF INTEREST IN FORM MBP-1 AND DECLARATION IN FORM DIR-8 FROM THE PERSONS WHO ARE PROPOSED TO BE APPOINTED AS ADDITIONAL DIRECTORS AND DECLARATION OF INDEPENDENCE AS REQUIRED UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013 FROM THE INDEPENDENT DIRECTORS

The Board took on record the Disclosure of Directors Interest and Shareholding received from all Directors of the Company under Section 184 of the Companies Act, 2013 read with rule 9 of the Companies (Meeting of the Board and its power) rules 2014 in Form MBP 1 prescribed under Companies (Meeting of Board and its Powers) Rules, 2014 which have come into effect from 01/04/2014.

The Board to consider and approve the following resolution:

"RESOLVED THAT the Board do take note of the Disclosures of Directors interest and shareholding received from all Directors of the Company in form MBP-1 pursuant to section 184 of the Companies Act, 2013 read with rule 9 of the Companies (Meetings of Board & its Power) Rules, 2014 as per the disclosure table at meeting.

RESOLVED FURTHER THAT Board took note of the Declarations received from the Directors of the Company, pursuant to Section 164 of the Companies Act, 2013. It was noted that none of the Directors were disqualified as on 31st March, 2017, from being appointed as the Directors pursuant to Section 164 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board took note of the Declarations pursuant to Section 149 (6) of the Companies Act, 2013 received from the Independent Directors. It was noted that none of the Directors were disqualified pursuant to Section 149 (6) of the Companies Act, 2013, from being appointed as the Independent Directors."



15. TO TAKE ON RECORD RESIGNATION OF SHRI. TOBY ANTONY DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Toby Antony designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Toby Antony (DIN No.- 069882568) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

16. TO TAKE ON RECORD RESIGNATION OF SHRI. PRAKASH CHAND JAIN DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Prakash Chand Jain designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Prakash Chand Jain (DIN No.- 00370447) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”



17. TO TAKE ON RECORD RESIGNATION OF SHRI. GHANSHYAM KAMLASHANKAR JOSHI DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Ghanshyam Kamlashankar Joshi designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Ghanshyam Kamlashankar Joshi (DIN No.- 01032861) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

18. TO TAKE ON RECORD RESIGNATION OF SMT. SHANTA SOMANI DESIGNATED AS WHOLE TIME DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Smt. Shanta Somani designated as Whole Time Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Smt. Shanta Somani (DIN No.- 06974887) vide her letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Whole Time Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

19. TO TAKE ON RECORD RESIGNATION OF SHRI. RAMASUBRAMONIA IYER DESIGNATED AS CHIEF FINANCIAL OFFICER OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Ramasubramonia Iyer designated as Chief Financial Officer of the Company and to pass the following resolution:



“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof) read with relevant rules there under, Resignation of Shri. Ramasubramonia Iyer vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Chief Financial Officer with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

20. TO TAKE ON RECORD RESIGNATION OF SMT. HARSHALI SHIRODKAR DESIGNATED AS COMPLIANCE OFFICER OF THE COMPANY

The Board to consider and take on record the resignation letter of Smt. Harshali Shirodkar designated as Compliance Officer of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof) read with relevant rules there under, Resignation of Smt. Harshali Shirodkar vide her letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Compliance Officer with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

21. TO RECOMMEND APPOINTMENT OF M/S. S. R. PAI & CO., CHARTERED ACCOUNTANTS (REG. NO. -010793S) AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS, IN PLACE OF M/S. VMD & CO., CHARTERED ACCOUNTANTS (REG. NO. - 125002W) WHOSE TERM EXPIRES AT ENSUING ANNUAL GENERAL MEETING OF THE COMPANY


The Board to recommend the following resolution for consideration and approval of the members of the Company at ensuing Annual General Meeting –

“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. S. R. Pai & Co., Chartered Accountants (Reg. No. -010793S), be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. VMD & Co., Chartered Accountants (Reg. No. 125002W), whose tenure will conclude at the ensuing Annual General Meeting) to hold office from the



conclusion of Seventy Second Annual General Meeting of the Company till the conclusion of Seventy Seventh Annual General Meeting (subject to ratification of their appointment by the Members) of every intervening Annual General Meeting held after this Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to any Tax as may be applicable and re-imbusement of out of pocket expenses incurred by them in connection with audit of the Accounts of the Company."

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED


S. B. SOMANI
DIRECTOR
(DIN NO. - 00077939)



PLACE: MUMBAI

DATE: 18TH AUGUST, 2017

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

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NOTES TO AGENDA

1. TO GRANT LEAVE OF ABSENCE, IF ANY

There was no leave of absence. All the Directors were present in the Board Meeting.

2. TO CONFIRM THE MINUTES OF LAST BOARD MEETING

The Minutes of the last Board Meeting will be placed on table and shall be read at the time of Board Meeting for confirmation of the Directors.

3. TO APPOINT SHRI. VARGHESE KURIAN AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Board will consider and approve the appointment of Shri. Varghese Kurian as an Additional Director of the Company and then pass the following Resolution -

"RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Shri. Varghese Kurian from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

4. TO APPOINT SMT. LIZHYAMMA KURIAN AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Board will consider and approve the appointment of Smt. Lizhyamma Kurian as an Additional Director of the Company and to pass the following Resolution -



“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Smt. Lizhyamma Kurian from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution.”

5. **TO APPOINT SHRI. SHAJI MATHEW KALLADAYIL AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Shaji Mathew Kalladayil as an Additional Director of the Company and to pass the following Resolution -

“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and, Shri. Shaji Mathew Kalladayil from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution.”

6. **TO APPOINT SHRI. PARAMESWARAN RADHAKRISHNAN NAIR AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Parameswaran Radhakrishnan Nair as an Additional Director of the Company and to pass the following Resolution -

“RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and Shri. Parameswaran Radhakrishnan Nair from whom consent letter in form DIR-2 and



declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

7. **TO APPOINT SHRI. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR AS AN ADDITIONAL DIRECTOR OF THE COMPANY**

The Board will consider and approve the appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as an Additional Director of the Company and to pass the following Resolution -

"RESOLVED THAT pursuant to the provisions of Section 161 and any other provisions of the Companies Act, 2013 read with Companies (Appointment of Directors) Rules, 2014 and Shri. Puthuparambil Parameswaran Pillai Vijayakumar from whom consent letter in form DIR-2 and declaration in Form DIR-8 has been received, be and is hereby appointed as an Additional Director of the Company w.e.f. 01/09/2017 who shall hold the office of Director till the date of the ensuing Annual General Meeting of the Company unless he is appointed as Regular Director at the said meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be required to give effect to the aforementioned Resolution."

8. **TO APPOINT SHRI. VARGHESE KURIAN AS MANAGING DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING**

The Board will consider the appointment of Shri. Varghese Kurian as Managing Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Managing Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:



"RESOLVED THAT in Accordance with the provision of Section 196, 197 to 203 read with schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Varghese Kurian as a Managing Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Varghese Kurian, subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is herby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."

9. **TO APPOINT SMT. LIZHYAMMA KURIAN AS WHOLE TIME DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING**

The Board will consider the appointment of Smt. Lizhyamma Kurian as Whole Time Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to her appointment as Regular Director and for her appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

"RESOLVED THAT in accordance with the provision of Section 196, 197 to 203 read with Schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rule 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Smt. Lizhyamma Kurian as a Whole Time Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions as may be agreed with Board of Directors and deem fit and as may be acceptable to Smt. Lizhyamma Kurian subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is herby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."



10. TO APPOINT SHRI. SHAJI MATHEW KALLADAYIL AS WHOLE TIME DIRECTOR OF THE COMPANY ON SUCH TERMS AND CONDITIONS AS DECIDED BY THE BOARD SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING.

The Board will consider the appointment of Shri. Shaji Mathew Kalladayil as Whole Time Director of the Company for a period of three years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

“RESOLVED THAT in Accordance with the provision of Section 196, 197 to 203 read with schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rule 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Shaji Mathew Kalladayil as a Whole Time Director of the Company for a period of 3 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Shaji Mathew Kalladayil subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.”

11. TO DESIGNATE SHRI. PARAMESWARAN RADHAKRISHNAN NAIR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD HIS OFFICE FOR A PERIOD OF CONSECUTIVE FIVE YEARS, SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING AND TO TAKE ON RECORD HIS DECLARATION OF INDEPENDENCE AS REQUIRED UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013

The Board will consider the appointment of Shri. Parameswaran Radhakrishnan Nair as Non-Executive Independent Director of the Company for a period of five years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:



“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Parameswaran Radhakrishnan Nair as a Non-Executive Independent Director of the Company for a period of 5 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Parameswaran Radhakrishnan Nair subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.”

12. TO DESIGNATE SHRI. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD HIS OFFICE FOR A PERIOD OF CONSECUTIVE FIVE YEARS, SUBJECT TO HIS APPOINTMENT AS REGULAR DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING

The Board will consider the appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as Non-Executive Independent Director of the Company for a period of five years with effect from 01/09/2017 on such terms and conditions as decided by the Board subject to his appointment as Regular Director and for his appointment as Whole Time Director by the Members of the Company at the ensuing Annual General Meeting.

The Board to consider and approve the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the approval of the Company be and hereby accorded to the Appointment of Shri. Puthuparambil Parameswaran Pillai Vijayakumar as a Non-Executive Independent Director of the Company for a period of 5 years with effect from 01/09/2017 on the terms and conditions including remunerations as may be agreed with Board of Directors and deem fit and as may be acceptable to Shri. Puthuparambil Parameswaran Pillai Vijayakumar subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.”



13. TO CONSIDER AND APPROVE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 28TH SEPTEMBER, 2017 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

The Board is to consider and approve the notice for convening of Annual General Meeting and then pass the following Resolution-

"RESOLVED THAT Seventy Second Annual General Meeting of the Company be convened at the Registered Office of the Company at Chingavanam P.O., Kottayam, Kerala - 686531 on Thursday, 28th September, 2017 at 04:00 P.M. to transact the business as per the draft notice placed before this Meeting duly initialed by the Chairman for identification and that Shri. S. B. Somani, Director of the Company be and is hereby authorized to issue notice of the Annual General Meeting as per draft, to the Members of the Company and also others entitled to receive the notice.

RESOLVED FURTHER THAT Shri. S. B. Somani, Director be and is hereby authorised to do all the needful in this respect."

14. TO TAKE ON RECORD DISCLOSURE OF INTEREST IN FORM MBP-1 AND DECLARATION IN FORM DIR-8 FROM THE PERSONS WHO ARE PROPOSED TO BE APPOINTED AS ADDITIONAL DIRECTORS AND DECLARATION OF INDEPENDENCE AS REQUIRED UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013 FROM THE INDEPENDENT DIRECTORS

The Board took on record the Disclosure of Directors Interest and Shareholding received from all Directors of the Company under Section 184 of the Companies Act, 2013 read with rule 9 of the Companies (Meeting of the Board and its power) rules 2014 in Form MBP 1 prescribed under Companies (Meeting of Board and its Powers) Rules, 2014 which have come into effect from 01/04/2014.

The Board to consider and approve the following resolution:

"RESOLVED THAT the Board do take note of the Disclosures of Directors interest and shareholding received from all Directors of the Company in form MBP-1 pursuant to section 184 of the Companies Act, 2013 read with rule 9 of the Companies (Meetings of Board & its Power) Rules, 2014 as per the disclosure table at meeting.

RESOLVED FURTHER THAT Board took note of the Declarations received from the Directors of the Company, pursuant to Section 164 of the Companies Act, 2013. It was noted that none of the Directors were disqualified as on 31st March, 2017, from being appointed as the Directors pursuant to Section 164 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board took note of the Declarations pursuant to Section 149 (6) of the Companies Act, 2013 received from the Independent Directors. It was noted that none of the Directors were disqualified pursuant to Section 149 (6) of the Companies Act, 2013, from being appointed as the Independent Directors."



15. TO TAKE ON RECORD RESIGNATION OF SHRI. TOBY ANTONY DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Toby Antony designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Toby Antony (DIN No.- 069882568) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

16. TO TAKE ON RECORD RESIGNATION OF SHRI. PRAKASH CHAND JAIN DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Prakash Chand Jain designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Prakash Chand Jain (DIN No.- 00370447) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”



17. TO TAKE ON RECORD RESIGNATION OF SHRI. GHANSHYAM KAMLASHANKAR JOSHI DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Ghanshyam Kamlashankar Joshi designated as Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Shri. Ghanshyam Kamlashankar Joshi (DIN No.- 01032861) vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Non-Executive Independent Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

18. TO TAKE ON RECORD RESIGNATION OF SMT. SHANTA SOMANI DESIGNATED AS WHOLE TIME DIRECTOR OF THE COMPANY

The Board to consider and take on record the resignation letter of Smt. Shanta Somani designated as Whole Time Director of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 168 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Resignation of Smt. Shanta Somani (DIN No.- 06974887) vide her letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Whole Time Director with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

19. TO TAKE ON RECORD RESIGNATION OF SHRI. RAMASUBRAMONIA IYER DESIGNATED AS CHIEF FINANCIAL OFFICER OF THE COMPANY

The Board to consider and take on record the resignation letter of Shri. Ramasubramonia Iyer designated as Chief Financial Officer of the Company and to pass the following resolution:



“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof) read with relevant rules there under, Resignation of Shri. Ramasubramonia Iyer vide his letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Chief Financial Officer with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

20. TO TAKE ON RECORD RESIGNATION OF SMT. HARSHALI SHIRODKAR DESIGNATED AS COMPLIANCE OFFICER OF THE COMPANY

The Board to consider and take on record the resignation letter of Smt. Harshali Shirodkar designated as Compliance Officer of the Company and to pass the following resolution:

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof) read with relevant rules there under, Resignation of Smt. Harshali Shirodkar vide her letter dated 16/08/2017 placed before the meeting be and is hereby taken on record and he shall cease to be Director of the Company designated as Compliance Officer with effect from 01/09/2017.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

21. TO RECOMMEND APPOINTMENT OF M/S. S. R. PAI & CO., CHARTERED ACCOUNTANTS (REG. NO. -010793S) AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS, IN PLACE OF M/S. VMD & CO., CHARTERED ACCOUNTANTS (REG. NO. - 125002W) WHOSE TERM EXPIRES AT ENSUING ANNUAL GENERAL MEETING OF THE COMPANY


The Board to recommend the following resolution for consideration and approval of the members of the Company at ensuing Annual General Meeting –

“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. S. R. Pai & Co., Chartered Accountants (Reg. No. -010793S), be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. VMD & Co., Chartered Accountants (Reg. No. 125002W), whose tenure will conclude at the ensuing Annual General Meeting) to hold office from the



conclusion of Seventy Second Annual General Meeting of the Company till the conclusion of Seventy Seventh Annual General Meeting (subject to ratification of their appointment by the Members) of every intervening Annual General Meeting held after this Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to any Tax as may be applicable and re-imburement of out of pocket expenses incurred by them in connection with audit of the Accounts of the Company."

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED


S. B. SOMANI
DIRECTOR
(DIN NO. - 00077939)



PLACE: MUMBAI

DATE: 18TH AUGUST, 2017