

# 73<sup>RD</sup> ANNUAL REPORT 31<sup>ST</sup> MARCH, 2018



**TECIL CHEMICALS AND  
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

MR. VARGHESE KURIAN	CHAIRMAN AND MANAGING DIRECTOR
MR. JEEBEN VARGHESE	CHIEF EXECUTIVE OFFICER
MRS. LIZHYAMMA KURIAN	EXECUTIVE DIRECTOR
MR. SHAJI K MATHEW	EXECUTIVE DIRECTOR
MR. P RADHAKRISHNAN NAIR	INDEPENDENT DIRECTOR
MR. VIJAYAKUMAR P P	INDEPENDENT DIRECTOR
MR. TOBY ANTONY	INDEPENDENT DIRECTOR
MR. BIJU T M	INDEPENDENT DIRECTOR
CS. ANSIA A	COMPANY SECRETARY AND COMPLIANCE OFFICER
MR. RAMASUBRAMONIA IYER	CHIEF FINANCIAL OFFICER (CFO)
BANKERS	STATE BANK OF INDIA AND FEDERAL BANK LIMITED
STATUTORY AUDITOR	M/S. S R PAI & CO., KOCHI
SECRETARIAL AUDITOR	CS. HARIKRISHNAN R, TRIVANDRUM
REGISTERED OFFICE	P.O. CHINGAVANAM, DIST. - KOTTAYAM, KERALA - 686 531
CORPORATE OFFICE	ANJANA COMPLEX, 1ST FLOOR, VYTILLA-ARoor, BYPASS ROAD, KUNDANNOOR, KOCHI - 682 304
REGISTRAR AND SHARE TRANSFER AGENTS	CAMEO CORPORATE SERVICES LIMITED SUBRAMANIAN BUILDING, NO.1, CLUB HOUSE ROAD, CHENNAI, TAMIL NADU 600002, Email Id - cameo@cameoindia.com

WEBSITE : [www.tecilchemicals.com](http://www.tecilchemicals.com)  
E-MAIL ID : [tecilchingavanam@gmail.com](mailto:tecilchingavanam@gmail.com)

# TECIL CHEMICALS AND HYDRO POWER LTD.

## REGISTERED OFFICE

P.O. Chingavanam  
Dist - Kottayam, Kerala - 686 531  
Email ID : tecilchingavanam@gmail.com  
PAN NO. : AA ACT8096J  
CIN NO. : L24299KL1945PLC001206  
Webiste : www.tecilchemicals.com



## CORPORATE OFFICE

1st Floor Anjana Complex  
Vytila - Aroor Bypass Road,  
Kundannoor, Kochi - 682 304  
Tel : 0484 - 2707015 / 16 / 17  
E-mail : ID : tecilchingavanam@gmail.com

## NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the SEVENTY THIRD ANNUAL GENERAL MEETING of the Shareholders of TECIL CHEMICALS AND HYDRO POWER LIMITED will be held at The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531, Kerala on FRIDAY, 14th SEPTEMBER, 2018 at 4:00 P.M., to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of Board of Director's and Auditor's thereon.

### SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. JEEBEN VARGHESE KURIAN, CEO OF THE COMPANY AS REGULAR DIRECTOR-CUM-CEO**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 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), Mr. Jeeben Varghese Kurian (DIN: 06750117), who was appointed as the Chief Executive Officer (CEO) of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from him proposing his candidature for the office of Director, be and is hereby appointed as a Director-cum-CEO of the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby given for appointment of Mr. Jeeben Varghese Kurian (DIN: 06750117) as Director-cum-CEO of the Company for a period of three years with effect from 14th September, 2018 on the terms and conditions as agreed by the Board.

**RESOLVED FURTHER THAT** Mr. Shaji K Mathew (DIN:01866682), Director of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard.”

3. **TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in

force), the amended set of Memorandum of Association submitted before this meeting initialed by the Chairman for identification, be and are hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

BY ORDER OF THE BOARD OF DIRECTORS  
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

**Place: Kochi**  
**Date: 23rd July, 2018**

*Sd/-*  
**CS ANSIA A**  
**COMPANY SECRETARY**

Notes:

1. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. ie. 12th September 2018, The Instrument of Proxy in Form MGT-11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with Clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total paid up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Corporate Members/Societies intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board of Directors/Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of

Members and Share Transfer Books shall remain closed from 7th September, 2018 to 14th September, 2018 (both days inclusive).

8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
9. Members holding in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited for consolidation into a single folio.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited.
11. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's Website – [www.tecilchemicals.com](http://www.tecilchemicals.com) by accessing the icon of Company's Act 2013 Compliance. Members holding shares in physical form should file their nomination form with the Company whilst the Members holding shares in dematerialized form should file their Nomination Form with their DP.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Profile(s) of the Director seeking appointment as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
15. The Annual Report for Financial Year 2017-18 of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.tecilchemicals.com](http://www.tecilchemicals.com).
16. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company at the Corporate Office of the Company.
17. The Members are requested to contact the Company's Registrars and Share Transfer Agents-Cameo Corporate Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
18. The Members who are holding shares in physical form are requested to send their Specimen Signature duly attested by Bank to the Company's Registrar And Share Transfer Agent-Cameo Corporate Services Limited at Subramanian Building, No.1, Club House Road, Near Spencers Signal on Anna Salai, Chennai, Tamil Nadu 600002. Email id - [cameo@cameoindia.com](mailto:cameo@cameoindia.com).

19. A Route Map showing directions to reach the venue of the 73rd Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on “General Meeting”.
20. Attendance slip and Proxy Form of the Meeting is annexed with this Notice.
21. Voting through electronic means:-

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of ‘remote e-voting’ (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 73rd AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Company has appointed CS Harikrishnan R Nair, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to members for voting electronically are as under:-

- (i) The Remote E-Voting period begins on Monday, 10th September, 2018 at 09:00 A.M. and will end on Thursday, 13th September, 2018 at 05:00 P.M. During this period the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 7th September, 2018, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the E-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in DEMAT Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in DEMAT Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your DEMAT Account or in the company records for the said DEMAT Account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT Form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT Holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for Remote E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant TECIL CHEMICALS AND HYDRO POWER LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If DEMAT account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin

login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding Remote E-Voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote E-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) “The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013. Contact No.18002005533. Email id - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).”

#### **GENERAL INFORMATION:**

1. In Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration), as amended from time to time, the Company is pleased to offer Remote E-Voting Facilities to its members in respect of the business to be transacted at the 73rd Annual General Meeting. The Company has engaged the services of Central Depository Services Limited (CDSL) as authorized agency to provide Remote E-Voting Facility. It is clarified that it is not mandatory for a Member to vote using Remote E-Voting Facility.
2. The Members who have cast their votes by Remote E-Voting prior to the AGM may also attend the meeting but they shall not be entitled to cast their vote again.
3. The Remote E-Voting Period will commence on Monday, 10th September, 2018 at 09:00 A.M. and will end on Thursday, 13th September, 2018 at 05:00 P.M. During this period, Members of the Company, holding shares as on cut-off date i.e. Friday, 7th September, 2018, may cast their vote by Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for the voting thereafter.

The voting rights of Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 7th September, 2018.

Only those Members whose names are recorded in the Register of Members of the Company as on the cut-off date shall be entitled to vote.

4. CS. Harikrishnan R Nair, Practicing Company Secretary has been appointed as the Scrutinizer for overseeing the voting and Remote-E-voting in a fair and transparent manner.
5. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.tecilchemicals.com](http://www.tecilchemicals.com) and on the website of CDSL i.e. <https://www.evotingindia.com> after the declaration of result by the Chairman or a person authorized by him in his behalf. The Results shall be uploaded on the BSE Listing Portal and NSE Portal.
6. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. Friday, 14th September, 2018.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 2**

Mr. Jeeben Varghese Kurian is an Architect. He has an experience of over 4 years in the Architectural field and is currently one of the Directors at VKL Holdings and Al Namal Group of Companies in Bahrain. With his hard working skills and with his great ability to make right decisions the organization is prospering well. His motto in life is “nothing is impossible” and he strives hard to achieve his goals. He is known for his wisdom and kindness in the organization. In India, he is presently holding directorships in thirteen other companies.

The Board of Directors in its meeting held on 10th November, 2017 has appointed Mr. Jeeben Varghese Kurian as Chief Executive Officer (CEO) of the Company.

Necessary Resolution seeking approval of the Members of the Company for appointment of Mr. Jeeben Varghese Kurian as Regular Director-cum-CEO of the Company has been proposed as Item No. 2 of the Notice.

The Board of Directors recommends the proposed resolution as set out in Item No. 2 of the Notice for consideration and approval of the Members of the Company.

Mr. Jeeben Varghese Kurian, Mr. Varghese Kurian and Mrs. Lizhyamma Kurian are interested in the proposed resolution. None of the other Directors and Key Managerial Personnel and their relatives are concerned and/or interested in the proposed resolution.

**ITEM NO. 3**

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 23rd July 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause IIIA – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- b. Clause IIIB – Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c. Clause III(C) – Other objects have been deleted;
- d. Other amendments required to align the existing memorandum of association with the provisions of the Companies Act, 2013.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company. Your Directors recommend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

Place: Kochi  
Date: 23rd July, 2018

Sd/-  
CS ANSIA A  
COMPANY SECRETARY

**ANNEXURE TO ITEM NO. 2 OF NOTICE****DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	Mr. Jeeben Varghese Kurian
Director Identification Number	06750117
Date of Birth	03-04-1992
Nationality	Indian
Shareholding in the Company	3650 Shares
List of Directorships held in other Companies	1. VKL PLANTATIONS INDIA PRIVATE LIMITED
	2. VKL CAPITAL PRIVATE LIMITED
	3. MUTTOM GRANITES INDIA PRIVATE LIMITED
	4. THODUPUZHA QUARRYING AND MINING PRIVATE LIMITED
	5. LVS GRANITES PRIVATE LIMITED
	6. JEEBENZ MINING AND QUARRYING PRIVATE LIMITED
	7. SANEI ELEVATORS INDIA PRIVATE LIMITED
	8. KOYO ELEVATORS INDIA PRIVATE LIMITED
	9. VKL DEVELOPERS INDIA PRIVATE LIMITED
	10. JVLS CONSTRUCTIONS PRIVATE LIMITED
	11. JVLS BUILDERS PRIVATE LIMITED
	12. KURIAN'S TRADING COMPANY PRIVATE LIMITED
	13. KUMARAKOM BUILDERS AND REALTORS INDIA PRIVATE LIMITED
Memberships/ Chairmanships of Audit Committee and Share Transfer and Stakeholders Relationship Committee	Nil
Date of Appointment on Board	10-11-2017

## **BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**TO,  
THE MEMBERS OF  
M/S. TECIL CHEMICALS AND HYDRO POWER LIMITED**

The Directors take pleasure in presenting the **Seventy Third Annual Report** together with the Audited Financial Statements for the year ended **31<sup>st</sup> March, 2018**. The Management Discussion and Analysis has also been incorporated into this report.

### **FINANCIAL RESULTS**

#### **RESULTS OF OPERATIONS**

The Management of **TECIL CHEMICALS AND HYDRO POWER LIMITED** in its Analysis Report has highlighted the performance and outlook of the Company in order to comply with the requirement of Corporate Governance as laid down in Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

#### **1. OVERVIEW**

The Financial Statements have been prepared as per the provisions of Section 129 and Schedule III of Companies Act, 2013 and in accordance with the Accounting Principles generally accepted in India including the Accounting Standards specified under Section 133 of the said Act read with Rule 7 of The Companies (Accounts) Rules, 2014. Our management accepts responsibility or the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the Financial Statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

#### **2. THE PRESENT STATUS OF THE COMPANY**

The Company has not been carrying any manufacturing operations since last few years. The Company is taken over by Mr. Varghese Kurian after execution of share purchase agreement and completion of open offer as per the requirements of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2015. Our Company has altered the object clause of the Company in the Extra-ordinary General meeting held on 23<sup>rd</sup> February, 2018 to include new objects in the line of tourism and hospitality industry. The commencement of new activities are pending for approval from the Department of Revenue, Government of Kerala.

#### **3. OUTLOOK OPPORTUNITIES AND THREATS**

The Company under its new management has plans to start an industrial and recreational park at the existing land of the Company at Chingavanam, Kottayam, Kerala comprising of hotel, hospital, shopping complex etc

**4. FINANCIAL RESULTS**

<u>Particulars</u>	<u>31/03/2018</u> <u>(Rs.)</u>	<u>31/03/2017</u> <u>(Rs.)</u>
<b>Income</b>		
- Other Income	14,000	56,20,000
Profit/Loss before Tax and Depreciation	(1,16,21,000)	(2,32,71,000)
Less: Depreciation	5,27,000	7,27,000
Profit/Loss after Depreciation but before Tax	(1,21,48,000)	(2,39,98,000)
Less: Tax Expenses	-	-
Profit/Loss after Tax	(1,21,48,000)	(2,39,98,000)
Earnings Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	(0.64)	(1.27)

**5. SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2018 was Rs. 18.96 Crores. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**6. DIVIDEND**

Due to loss, the Directors of the Company do not recommend any dividend for the year.

**7. TRANSFER TO RESERVES**

Your Company has not transferred any amount to Reserves during the financial year under review.

**8. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

No new subsidiaries, associates or joint ventures were created during the year under review.

**9. DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

**10. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

The Company as an in-house Internal Audit Function (IA). To maintain its objectivity and independence, the IA Department evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of IA function, process owners undertake corrective action in their respective areas and thereby strengthening the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place of ensuring proper and efficient conduct of the business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed M/s. Venkit & Hari, Chartered Accountants, Kochi as Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of

the Companies Act, 2013, the Board of Directors has adopted Internal Financial Control Policy which has also been hosted on Company's Website.

## **11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Inductions**

The following appointments were made during the year:

- Mr. Varghese Kurian was appointed as Chairman and Managing Director with effect from September 1, 2017.
- Mrs. Lizhyamma Kurian and Mr. Shaji K Mathew were appointed as Whole-time Directors with effect from September 1, 2017.
- Mr. Parameswaran Radhakrishnan Nair and Puthuparambil Parameswaran Pillai Vijayakumar were appointed as Non-Executive Independent Directors with effect from September 1, 2017.
- Ms. Ansia A was appointed as Company Secretary and Compliance Officer of the Company with effect from October 23, 2017.
- Mr. Ramasubramonia Iyer was appointed as Chief Financial Officer of the Company with effect from October 23, 2017.
- Mr. Toby Antony and Mr. Madhavan Thundil Biju were appointed as Non-Executive Independent Directors with effect from November 10, 2017.
- Mr. Jeeben Varghese Kurian was appointed as Chief Executive Officer of the Company with effect from November 10, 2017.

### **Resignations**

- Mr. Shreeniwas Somani resigned as CEO and member of the Board effective from November 10, 2017.
- Mr. Toby Antony, Mr. Prakash Chand Jain and Mr. Ghanshyam Kamalashankar Joshi resigned as directors who were designated as Non-Executive Independent Directors of the Company effective from September 1, 2017.
- Mrs. Shanta Somani resigned as Director who was designated as Whole Time Director of the Company effective from September 1, 2017.
- Mr. Ramasubramonia Iyer Designated as Chief Financial Officer of the Company resigned effective from September 1, 2017.
- Ms. Harshali Shirodkar resigned as Compliance Officer of the Company effective from September 1, 2017.

## **12. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 of the Companies Act, 2013, we, the Directors of Tecil Chemicals And Hydro Power Limited, state in respect of Financial Year 2017-2018 that:

- a) In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;

- e) The Directors have ensured that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) The Directors reviewed that systems are in compliance with the provisions of all applicable laws and were in place and were adequate and operating effectively.

### **13. INDEPENDENT DIRECTORS**

Independent Directors play an important role in their governance process of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different point of view and experiences and prevents conflict of interest in the decision making process.

The appointment of Independent Director is carried out in a structured manner. The Nomination and Remuneration Committee identifies potential candidates based on certain laid down criteria and takes in to consideration the diversity of the Board.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment.

None of the Independent Directors serves as "Independent Directors" in more than seven listed entities.

During the year under review, the Independent Directors met on 24<sup>th</sup> April, 2017 and 19<sup>th</sup> January, 2018 inter alia, to discuss:

- (a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (c) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present throughout the Meeting. They expressed views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of the meetings. Their suggestions were discussed at the Board Meeting and are being implemented to ensure a more robust interaction at the Board level.

### **14. DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015) for fulfilment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly Minority Shareholders and regulators of the Company.

### **15. INDUCTION PROGRAMMEE FOR NEW DIRECTORS AND ONGOING FAMILIARIZATION PROGRAMMEE FOR INDEPENDENT AND NON-INDEPENDENT DIRECTORS**

An appropriate induction programme for new Directors and ongoing familiarization with respect to the business/working of the Company for all Directors is a major contribution for meaningful Board Level deliberations and sound business decisions.

At the time of appointing a Director, a formal letter of appointment is given to him/her which, inter alia, explains his/her role, function, duties and responsibilities and the Board's expectations from him/her as a Director of the Company. The Director is also explained in detail about the compliances required from him/her under the Act, SEBI Regulations and other relevant regulations and his/her affirmation has been taken with respect to the same.

A Presentation is also shared with newly appointed Director giving an overarching perspective of the industry, organizational set-up of the Company, the functioning of various divisions/departments, the Company's market in which it operates, governance and internal control process and other relevant information pertaining to the Company's business.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as the Director of the Company.

#### 16. **NOMINATION AND REMUNERATION POLICY**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2018, the Board had seven members, three of whom were executive or whole-time directors and four were independent directors. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration policy including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulations, 2015, and the same has been hosted on the Company's Website.

#### 17. **COMMITTEES OF THE BOARD**

As on March 31, 2018, the Board had three committees: the audit committee, the nomination and remuneration committee and the stakeholder's relationship committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

#### 18. **MEETINGS**

A Calendar of Meetings is prepared and circulated in advance to the Directors. There were six (6) Board Meetings, Four (4) Share Transfer and Stakeholders Relationship Committee Meetings and Four (4) Audit Committee Meetings and Three (3) meeting of Nomination and Remuneration Committee convened and held during the year. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013 and Secretarial Standards.

<u>Nomination and Remuneration Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1	31-08-2017	3	3
2	17-10-2017	3	3
3	19-01-2018	3	3

<u>Board Meetings Held During the Year</u>			
Sr. No.	Date on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1	18-05-2017	5	5
2	28-07-2017	5	5
3	01-09-2017	5	5
4	23-10-2017	6	3
5	10-11-2017	7	6
6	19-01-2018	7	6

<u>Stakeholders Relationship Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1	18-05-2017	3	3
2	28-07-2017	3	3
3	17-10-2017	3	3
4	19-01-2018	3	3

<u>Audit Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1	18-05-2017	3	3
2	28-07-2017	3	3
3	17-10-2017	3	3
4	19-01-2018	3	3

#### **19. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS**

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements provided in this Annual Report.

#### **20. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE**

As required under Section 134 of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, etc. is not given as there has not been any manufacturing operation during the under report. A Copy of Statements of Particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 have been Annexed herewith as "Annexure A" with Board's Report.

#### **21. EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, is enclosed to the Board's Report as "Annexure B".

#### **22. STATUTORY AUDITOR**

M/s. S R Pai & Co., Chartered Accountants, (FRN: 0010793S) Ernakulam were appointed as Statutory Auditors of the Company in the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017 to hold office until the conclusion of the 77<sup>th</sup> AGM relating to the financial year 2021-22. They have given their consent and Eligibility Certificate under Section 139 of the Companies Act, 2013 to the effect that they satisfy the criteria mentioned in Section 141 of the Companies Act, 2013 for their appointment as Statutory Auditors of the Company for a period of five years.

#### **23. AUDITOR'S REPORT**

The Statutory Auditors of the Company in their report have not made any adverse comments or qualifications on the accounts of the Company.

#### **24. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed CS. Harikrishnan R Nair, Practicing Company Secretary, Trivandrum to undertake the Secretarial Audit of the Company for the FY 2017-18. The Secretarial Audit Report on the Secretarial and Legal compliances of the Company for the FY 2017-18 is enclosed as "Annexure C" and forms part of Director's Report.



**25. INTERNAL AUDIT**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, the Board of Directors on recommendation of Audit Committee appointed M/s. Venkit & Hari, Chartered Accountants, Kochi to undertake the Internal Audit of the Company for the FY 2017-18.

**26. RELATED PARTY TRANSACTIONS**

There was no Related Party Transaction pursuant to Section 188 (1) of the Companies Act, 2013 read with Rule 15 of The Companies (Meeting of Board and its Powers) Rules, 2014. The Policy on Related Party Transaction approved by the Board has been hosted on the Company's Website.

**27. PARTICULARS OF EMPLOYEES**

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested Shareholder by submitting a written request to the Company. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

**28. CHANGE IN REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY**

Link Intime (India) Pvt. Ltd. (SEBI Reg. No. INR000004058) was acting as Registrar and Share Transfer Agents of the Company. The Board of Directors had appointed Cameo Corporate Services Limited (SEBI Reg. No INR000003753) as the new Registrar and Share Transfer Agent in the Board Meeting held on 9<sup>th</sup> April, 2018. Accordingly Cameo Corporate Services Limited are the Registrar and Share Transfer Agents of the Company.

**29. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared and paid in the earlier years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**30. CORPORATE GOVERNANCE**

As per Regulation 15 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, which is effective from 01<sup>st</sup> December, 2015 of the Listing Agreement with the Stock Exchanges, a separate Section on Corporate Governance practices followed by the Company, together with a certificate from M/s. M Hazeem & Associates., Practicing Company Secretaries, Trivandrum confirming compliance, which forms an integral part of this Annual Report as per SEBI Regulations.

**31. ENHANCING SHAREHOLDERS VALUE**

Our Company believes that its Members are its most important Stakeholders. Accordingly, our Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Our Company is also committed to create value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

**32. RISK AND CONCERN**

Pursuant to the requirement of Section 134 (3) (n) of the Companies Act, 2013, the Board of Directors of the Company has adopted Risk Management Policy. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive

advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The detailed risk management policy has been hosted on the website of the Company.

There are no perceived risks in the present activity.

### 33. **HUMAN RESOURCES**

The Company continues to maintain cordial relations with its employees.

### 34. **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

### 35. **ACKNOWLEDGEMENT**

The Directors also gratefully acknowledge all Stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

Place: KOCHI  
Date: 23<sup>rd</sup> July, 2018

Sd/-  
**VARGHESE KURIAN**  
CHAIRMAN AND MANGING DIRECTOR  
(DIN: 01114947)

## **ANNEXURE B**

### **THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

#### **A. CONSERVATION OF ENGERY:**

Total energy consumption and energy consumption per unit of production are as per Form A hereunder.

	<u>Current Year</u>	<u>Previous Year</u>
i) Power and Fuel Consumption:	NIL	NIL
ii) Consumption per Tonne of Production (Kwh)	NIL	NIL
iii) Technology Absorption: Due to Lock-Out in the Company since 1999 the Ongoing energy conservation programs had been stalled.		
iv) Foreign Exchange Earnings and Outgo: The total expenditure in foreign currency: (in Rs.'000)	NIL	NIL

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's philosophy is to enhance Customer's satisfaction and Shareholders value by practicing the principles of good Corporate Governance.

### **2. BOARD OF DIRECTORS**

The Board of the Company is well structured with adequate blend of Executive, Non-Executive and Independent Directors.

The Company's Board comprised of Seven Directors: One of them is Chairman and Managing Director, Two are Executive Directors and remaining four are Independent Directors. More than half of the Board of Directors comprises of Independent Directors.

The Composition of the Board is in conformity with the Regulation 15 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges. All Independent Directors comply with the legal requirements of being "Independent".

- i. None of the Directors on the Board is a Member of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on 31<sup>st</sup> March, 2018 have been made by the Directors.
- ii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 8 Companies and of Companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.
- iii. During the financial year ended 31<sup>st</sup> March, 2018, Five (5) Meetings of the Board of Directors were held as on 18-05-2017, 28-07-2017, 01-09-2017, 23-10-2017, 10-11-2017 and 19/01/2018.
- iv. **Composition, Category, their Directorship and Committee Membership in other Companies**

<b>Name of Director</b>	<b>Category</b>	<b>No. of Board Meetings attended during 2017-18</b>	<b>Whether attended last AGM</b>	<b>No. of Directorship in other Limited Companies</b>	<b>No. of membership of Committees in other Companies</b>	<b>No. of Chairmanship of Committees in other Companies</b>
Mr. Varghese Kurian	Chairman and MD	3	Yes	3	1	Nil
Mrs. Lizhyamma Kurian	Executive Director	1	No	Nil	Nil	Nil
Mr. Shaji K Mathew	Executive Director	4	Yes	Nil	Nil	Nil
Mr. Parameswaran Radhakrishnan Nair	Independent Director	4	Yes	Nil	Nil	Nil
Mr. Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	4	Yes	Nil	Nil	Nil
Mr. Toby Antony	Independent Director	6	Yes	1	3	Nil
Mr. Madhavan Thundil Biju	Independent Director	3	No	Nil	Nil	Nil

### 3. **BOARD COMMITTEES**

The Board has constituted the following Committees of Directors:

#### (a) **AUDIT COMMITTEE :**

The constitution of Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

#### i. **Terms of Reference:**

The Audit Committee acts as link between Statutory and Internal Auditor and the Board of Directors. It assists the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's statutory and internal audit activities. Majority of the members on the Committee, including the Chairman are Independent Directors. The Committee is governed by a Charter which is in line with the Regulatory Requirements mandated under Section 177 of the Companies Act, 2013 read with the Rule 6 of The Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Regulations. The terms of reference of the Audit Committee are as follows -

1. Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit
2. Plan with a view to ensure adequate coverage.
3. Review the significant audit findings from the statutory and internal audits carried out and the recommendations and Management's response thereto.
4. Review and recommend to the Board about the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
5. Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
6. To recommend to the Board the remuneration of the Statutory Auditors/Internal Auditors.
7. To discuss with the Statutory Auditors/ Internal Auditors any significant difficulties encountered during the course of the Audit.
8. Review Annual Audit Report submitted by the Internal Auditor.

#### ii. **Composition**

During the year, 2017-2018 under the review 4 Meetings of the Audit Committee were held on 18-05-2017, 28-07-2017, 17-10-2017 and 19-01-2018. The attendance of Members is as follows:

Name	Category	Meetings during 2017-2018	
		Held	Attended
Mr. Shaji K Mathew	Executive Director	4	4
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	4	4
Mr.Parameswaran Radhakrishnan Nair	Independent Director	4	4

#### iii. **The Board Powers of the Audit Committee include:**

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### iv. Internal Financial Controls and Governance Process

- a) Review the adequacy and effectiveness of the Company's system and internal controls.
- b) Review and discuss with the Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- c) To oversee and review the functioning of vigil mechanism (implemented in the Company as Ethical view Reporting Policy) and to review the findings of investigations into cases of material nature and the actions taken in respect thereof.

All the Members of the Audit Committee possess the requisite qualification for appointment on the Committee and have sound knowledge of finance, accounting practices and internal controls.

#### (b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three Members of which majority are Independent Directors. The Committee is governed by a Charter.

##### (i) Terms of References

The terms of reference of the Committee interalia include the following -

- a) To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company.
- b) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- c) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost.
- d) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- e) To look into shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc.
- f) To delegate all or any of its powers of Officers/ Authorized Signatories of the Company.
- g) To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities.
- h) To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- i) To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto.
- j) To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken.

##### (ii) Composition

The Stakeholders Relationship Committee met Four (4) times during the 2017-2018 on 18-05-2017, 28-07-2017, 17-10-2017 and 19-01-2018. The attendance of the Members is as follows:

Name	Category	Meetings during 2017-2018	
		Held	Attended
Mr. Shaji K Mathew	Executive Director	4	4
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	4	4
Mr.Parameswaran Radhakrishnan Nair	Independent Director	4	4

**Details of Complaints:**

- No. of Shareholders' Complaints received during the year : 11
- No. of Complaints resolved to the satisfaction of shareholders : 11
- No. of pending Shareholders' Complaints during the year : Nil

**(c) NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is governed by a Charter. The Chairman along with the other members of the Committee are Independent Directors.

**i. Terms of Reference**

The terms of reference of the Committee inter alia include the following -

- a) Succession planning of the Board of Directors and Senior Management Employees;
- b) Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- c) Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- d) Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their Remuneration;
- e) Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

**ii. Composition**

The Nomination and Remuneration Committee met for three times during the financial year 2017-2018 on 31-08-2017, 17-10-2017 and 19-01-2018.

Name	Category	Meetings during 2017-2018	
		Held	Attended
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Chairman	3	3
Mr. Shaji K Mathew	Member	3	3
Mr.Parameswaran Radhakrishnan Nair	Member	3	3

**iii. Details of Remuneration for the year ended March 31, 2018:**

Presently the Company does not have a scheme for grant of stock options either to the working directors or employees.

No Remuneration (except sitting fees) was paid to any Non-Executive Directors during the year 2017-2018.

**(d) INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on 24<sup>th</sup> April, 2017 and 19<sup>th</sup> January, 2018 inter alia, to discuss:

- (i) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;

- (ii) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### 4. **BOARD EFFECTIVENESS**

##### a. **Familiarization Programme for the Independent Directors**

In compliance with the requirements of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry, in which the Company operates the business model etc. The same is also available on the website of the Company and can be accessed.

##### b. **Performance Evaluation of the Board and Individual Directors**

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own as well as of the Committees. The Chairman of the Board of Directors individually get an overview of the functioning of the Board and its constituents interalia on the following broad criteria i.e. attendance and level of participation and independence of judgment exercised by Independent Directors, interpersonal relationship etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

##### c. **Key Managerial Personnel**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to the Section 2 (51) and 203 of the Companies Act, 2013 read with rules there-under -

1. Mr. Jeeben Varghese Kurian - Chief Executive Officer
2. CS. Ansia A - Company Secretary and Compliance Officer
3. Mr. Ramasubramonia Iyer - Chief Financial Officer

#### 5. **GENERAL BODY MEETINGS**

- (a) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2016-2017	28/09/2017	04.00 p.m.	Tecil Premises, P.O.Chingavanam - 686 531, Dist-Kottrayam, Kerala
2015-2016	10/09/2016	10:00 a.m.	Tecil Premises, P.O.Chingavanam - 686 531, Dist-Kottrayam, Kerala
2014-2015	07/09/2015	04:00 p.m.	Tecil Premises, P.O.Chingavanam - 686 531, Dist-Kottrayam, Kerala

- (b) Whether Special Resolutions were put through postal ballot last year : No
- (c) Are votes proposed to be conducted through postal ballot this year : No

### Extra-ordinary General Meeting

The Company had conducted an Extra-ordinary General Meeting on Friday, 23rd February, 2018 to alter the objects clause of the Memorandum of Association of the Company and to appoint Mr. Toby Antony and Mr. Biju T M as Non-Executive Independent Directors.

## 6. OTHER DISCLOSURES

### (a) **DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the Companies (Accounting Standards) Amendment Rules 2016 and amended Accounting Standards prescribed by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements of the Company.

### (b) **DISCLOSURES ON RISK MANAGEMENT**

The Company has laid down procedures to inform Board Members about Risk assessment and minimization procedures and these procedures are periodically reviewed.

### (c) **DETAILS OF NON-COMPLIANCE**

Details of Non-Compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : - **None**

### (d) **ADOPTION POLICIES UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Board of Directors in its meeting dated 21<sup>st</sup> January, 2016 has adopted the policies prescribed under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, and copies of which are hosted on the website of the Company.

The Polices which are adopted as follows -

- a. Archival Policy
- b. Policy on Determination of Materiality of Events or Information Materiality
- c. Policy on Preservation of Records
- d. Policy on Materiality of Related Party

### (e) **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Board of Directors in its Meeting held on 29/09/2014 have adopted Vigil Mechanism/ Whistle Blower Policy pursuant to the Section 177(9) of the Companies Act, 2013 read with Rule 7 of (the Companies of Board and its Powers) Rules, 2014 for reporting the genuine concerns of Directors and Employees and also provide adequate safeguards against victimization of persons who use such mechanism. The Details of this policy is published on the website of the Company.

### (f) **PREVENTION OF INSIDER POLICY**

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into force on May 15, 2015. Pursuant thereto, the Company has formulated and adopted a new Code for Prevention of Insider Trading.

The new code viz. "Code of Conduct for Prevention of Insider Trading" allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's Shares. It also prohibits the purchase of sale of Company's Shares by the Directors, Designated employees and Connected Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading is closed and it has been hosted on the Company's Website. The code is applicable to all Directors and



such employees of the Company who have access to unpublished price sensitive information relating to the Company. Transaction for dealing in the prescribed volume of the security of the Company during the prescribed time requires prior approval from the Company.

The Board of Directors in its meeting held on 29<sup>th</sup> May, 2015 adopted the policy. A Copy of Detailed Policy is hosted on the website of the Company.

**(g) CODE OF CONDUCT OF INDEPENDENT DIRECTOR**

As per the requirement of Schedule IV of the Companies Act, 2013, the Board of Directors adopted Code of Conduct of Independent Director in its meeting held on 29/09/2014, for the fulfillment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company, a copy of detailed policy is published on the website of the Company.

**(h) INTERNAL FINANCIAL CONTROL POLICY**

The Board of Directors in its Board meeting dated 26/09/2014 adopted Internal Financial Control Policy pursuant to Section 134 (5) of the Companies Act, 2013 for ensuring the orderly and efficient conduct of the business, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the Accounting records and timely preparation of reliable financial information. The Details of this policy are published on the website of the Company.

**(i) PERFORMANCE EVALUATION POLICY**

As per the Listing Agreement entered into with the Company, every listed Company needs to adopt Performance Evaluation Policy for annual evaluation of the Board of Directors and of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Company adopted it in its meeting dated 29/09/2014, details of this Policy is published on the Website of the Company.

**(j) RISK MANAGEMENT POLICY**

Pursuant to the requirement of Section 134 of the Companies Act, 2013, the Board of Directors adopted Risk Management Policy in its meeting dated 29/09/2014 for identification of elements of risks which may threaten the existence of the Company, a copy of which is published on the website of the Company.

**7. CEO/CFO CERTIFICATION**

A Certificate from the CEO and CFO on the Financial Statements of the Company was placed before the Board, as required by Regulation 17 (8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

**8. MEANS OF COMMUNICATION**

- (a) Quarterly Results: The unaudited quarterly results are announced within Forty Five Days from the end of the quarter as stipulated under the listing agreement with the Bombay Stock Exchange Limited And National Stock Exchange Limited : Yes
- (b) Newspapers wherein AGM related Compliances are published : Yes
- (c) Any Website, wherein displayed : Yes
- (d) Whether Website also displays official news releases : No
- (e) Whether presentations made to institutional investors or to the analysts : No
- (f) Whether Management Discussion & Analysis Report is a part of Annual Report : Yes

## 9. **GENERAL SHAREHOLDER INFORMATION**

(a) **AGM date, time and venue:** Annual General Meeting will be held on 14<sup>th</sup> September, 2018, Friday at 4:00 p.m. at The Palms Hotel, Chingavanam, Kottayam, Kerala.

(b) **Financial Year:** The Financial Year is from 01<sup>st</sup> April to 31<sup>st</sup> March.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2017	:	up to 14 <sup>th</sup> August, 2017
Unaudited Results for quarter ending September 30, 2017	:	up to 13 <sup>th</sup> November, 2017
Unaudited Results for quarter ending December 31, 2017	:	up to 15 <sup>th</sup> February, 2018
Audited Annual Accounts for year ending March 31, 2018	:	up to 30 <sup>th</sup> May, 2018

(c) **Book Closure period:** 7<sup>th</sup> September, 2018 to 14<sup>th</sup> September, 2018 (both days inclusive).

(d) **Dividend payment date:** Not Applicable

(e) **Stock Exchanges where securities are listed**

The Company's securities are listed at:

**1. Bombay Stock Exchange Limited (BSE)**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

**2. National Stock Exchange of India Limited (NSE)**

Department of Corporate Services, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

(f) **Subsidiary Companies**

There are No Subsidiary Companies of **TECIL CHEMICALS AND HYDRO POWER LIMITED**

(g) **Stock Market Data**

Since the trading in shares has been suspended from trading in Stock Exchanges the Stock Market Data is not available. The Company however has already approached BSE and NSE Ltd. for revocation of suspension in trading of shares.

(h) **Stock Code:** 506680

(i) **Registrar and Transfer Agent**

Cameo Corporate Services Limited

"Subramanian Building", #1, Club House Road, Chennai 600 002 - India.

Tel. No 044 - 28460390. E-mail id : cameo@cameoindia.com

(j) **Share transfer system with number of Shares Transferred:**

Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Stakeholders Relationship Committee meets periodically. The total Number of Shares transferred during the financial year under review is 90,65,642 number of shares.

(k) **Dematerialization of shares and liquidity:**

Outstanding GDRs/ Warrants, Convertible Bonds,  
Conversion date and its impact on equity.

: Yes

(l) **Distribution of Shareholding and Shareholding Pattern as on 31.03.2018**i. **Distribution of Shareholding as on 31<sup>st</sup> March, 2018:**

No. of Shares	No. of Shareholder	% of Holding
Up to 500	20613	92.439
501-1000	1041	4.668
1001-2000	405	1.816
2001-3000	86	0.385
3001-4000	34	0.152
4001-5000	31	0.139
5001-10000	14	0.065
10001 & Above	47	0.210
<b>Total</b>	<b>22,299</b>	<b>100</b>

ii. **Shareholding pattern as at 31<sup>st</sup> March, 2018:**

	No. of Shares Held	% of Total Shares
Promoter Group	8815092	46.48
Banks & FIs	1043640	5.50
Insurance Companies	119760	0.63
Central / State Governments	436270	2.30
Corporate Bodies	254765	1.34
Public and Others	8271593	43.62
NRIs / Foreign Nationals	22580	0.13
<b>TOTAL</b>	<b>18963700</b>	<b>100</b>

(m) **Plant Location:**

The Company's Manufacturing Plants are located at Chingavanam, Dist. Kottayam (Kerala).

(n) **ANNUAL LISTING FEES**

The Company has paid Annual Listing Fees for the financial year 2018-2019 to Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)

(o) **Disclosure in regard to Section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(p) **Redressal of Shareholders Grievance**

Shareholders of the Company can send their complaints/grievances to either the address of Registered Office as mentioned above or to the Registrar and Share Transfer Agents or to the Corporate Office of the Company which is as follows:

**Tecil Chemicals And Hydro Power Limited**

1st Floor, Anjana Complex, Vytilla - Aroor Bye Pass Road, Kundannoor,  
Kochi, Kerala-682304 Ph: 0484-2707015, 2707016, 2707017

You can also post your query to our Email Address i.e. tecilchingavanam@gmail.com

**(q) Postal Ballot:**

The Company will comply with the requirements of postal ballot as and when such matter arises requiring approval of the shareholders by such process in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. During the year there were no resolutions passed through postal ballot.

Adoption of other Non-Mandatory requirements under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is being reviewed by the Board from time to time.

**DECLARATION**

As provided under Regulation 15 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

**Place: KOCHI  
Date: 23<sup>rd</sup> July, 2018**

**Sd/-  
VARGHESE KURIAN  
CHAIRMAN AND MANGING DIRECTOR  
(DIN: 01114947)**

**CERTIFICATE OF CORPORATE GOVERNANCE REPORT**

**To The Members of  
TECIL CHEMICALS AND HYDRO POWER LIMITED  
Tecil Premises, PO. Chingavanam, Dist. – Kottayam, Kerala – 686 531**

We have examined the compliance of conditions of Corporate Governance by **TECIL CHEMICALS AND HYDRO POWER LIMITED** for the year ended 31<sup>st</sup> March, 2018 as stipulated in Regulation 17,18,19,20, 22,23,25,26,27(2),46(2)(b) to (i),C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Regulation 17,18,19,20,22,23,25,26,27(2),46(2) (b) to (i),C, D & E of Schedule V of the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR M HAZEEM & ASSOCIATES.  
COMPANY SECRETARIES**

**Sd/-  
CS Hazeem  
Proprietor  
C. P. NO. 17719**

**Place: Trivandrum  
Date: 23<sup>rd</sup> July, 2018**

**CEO / CFO CERTIFICATE**

We, Jeeben Varghese Kurian, CEO and Ramasubramonia Iyer, CFO of **TECIL CHEMICALS AND HYDRO POWER LTD.** certify to the Board that:

1. We have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended 31st March, 2018 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the Financial Statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of our knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. We have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee.

- a) Significant changes in the Company's internal control over financial reporting during the year.
- b) All significant changes in Accounting Policies during the year, if any, and that the same have been disclosed in the notes to the Financial Statements.
- c) Any fraud whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**Place: KOCHI  
Date: 23<sup>rd</sup> July, 2018**

**Sd/-  
JEEBEN VARGHESE  
CEO**      **Sd/-  
RAMASUBRAMONIA IYER  
CFO**

**ANNEXURE B****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the Financial Year ended on 31/03/2018**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L24299KL1945PLC001206
ii)	Registration Date	04/04/1945
iii)	Name of the Company	TECIL CHEMICALS AND HYDRO POWER LIMITED
iv)	Category / Sub-Category of the Company	Non-Govt Company
v)	Address of the Registered Office and contact details :	Chingavanam P.O.,Kottayam, Kerala - 686 531 Tel. No. - (0481) 2439110 Fax No. - (0481) 2430472 Email : <a href="mailto:tecilchingavanam@gmail.com">tecilchingavanam@gmail.com</a>
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of : Registrar and Transfer Agent -	Cameo Corporate Services Limited (SEBI REGN. NO. - INR000003753) Subramanian Building, No.1, Club House Road, Chennai, Tamil Nadu -600002, Tel. No. - (044) 28460390 Fax No. - (044) 28460129 Email id - <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a>

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the Total Turnover of the Company shall be stated

Sr. No	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to Total Turnover of the Company
1	Basic Industrial Chemicals and Synthetic Resins n.e.c.	99611719	0

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
N.A.					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. TABLE-II - STATEMENT SHOWING SHAREHOLDING OF PROMOTERS AND PROMOTERS GROUP</b>									
<b>(1) Indian</b>									
a) Individual / HUF	0	1855267	1855267	9.78	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
d) Any other	0	5690390	5690390	30.01	0	0	0	0	0
<b>SUB TOTAL: (A) (1)</b>	<b>0</b>	<b>7545657</b>	<b>7545657</b>	<b>39.79</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>39.79</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	8815092	8815092	46.48	46.48
b) Government	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
e) Any other (Specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Share holding of Promoter (A)= (A)(1)+ (A)(2)</b>	<b>0</b>	<b>7540157</b>	<b>7545657</b>	<b>39.79</b>	<b>0</b>	<b>8815092</b>	<b>8815092</b>	<b>46.48</b>	<b>6.69</b>

**B. TABLE-III - STATEMENT SHOWING SHAREHOLDING PATTERN OF PUBLIC SHAREHOLDER**

<b>(1) Institutions</b>									
a) Mutual Funds	0	382530	382530	2.02	0	0	0	0	0
b) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0
d) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0
e) Foreign Portfolio Investors	0	0	0	0.00	0	0	0	0.00	0
f) Financial Institutions / Banks	0	1043640	1043640	5.50	0	1043640	1043640	5.50	0
g) Insurance Companies	0	119760	119760	0.63	0	119760	119760	0.63	0
h) Provident Funds / Pension Funds	0	0	0	0.00	0	0	0	0.00	0
i) Any Others (specify)	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>1545930</b>	<b>1545930</b>	<b>8.15</b>	<b>0</b>	<b>1163400</b>	<b>1163400</b>	<b>6.13</b>	<b>0</b>
<b>(2) Central Government / State Government/ President of India</b>									
	0	436270	436270	2.30	0	436270	436270	2.30	0
<b>SUB TOTAL (B)(2)</b>	<b>0</b>	<b>436270</b>	<b>436270</b>	<b>2.30</b>	<b>0</b>	<b>436270</b>	<b>436270</b>	<b>2.30</b>	<b>0</b>
<b>(3) Non Institutions</b>									
(a) i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	0	6484538	6484538	34.19	0	7119103	7119103	37.55	3.36
(a) ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	594620	594620	3.14	0	1033260	1033260	5.45	2.31



b) NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0
c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0
d) Overseas Depositories (holding DR) balancing figure	0	0	0	0.00	0	0	0	0.00	0
e) Any Others (specify)	0	2356685	2366885	12.43	0	396575	396575	2.09	10.39
<b>SUB TOTAL (B)(3)</b>	<b>0</b>	<b>9435843</b>	<b>9435843</b>	<b>49.76</b>	<b>0</b>	<b>8548938</b>	<b>8548938</b>	<b>45.08</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>0</b>	<b>11418043</b>	<b>11418043</b>	<b>60.21</b>	<b>0</b>	<b>10148608</b>	<b>10148608</b>	<b>53.52</b>	<b>0.00</b>
<b>C. TABLE IV - STATEMENT SHOWING SHAREHOLDING PATTERN OF NON- PROMOTER - NON- PROMOTER SHAREHOLDER</b>									
1. Custodian / DR Holder - Name of DR Holder (If Available)	0	0	0	0.00	0	0	0	0.00	0
2. Employee Benefit Trust (Under SEBI (Share Based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0
<b>Total Non-Promoter - Non - Public Shareholding (C) (1) + (C) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Grand Total (A+B+C2)</b>	<b>0</b>	<b>18963700</b>	<b>18963700</b>	<b>100</b>	<b>0</b>	<b>18963700</b>	<b>18963700</b>	<b>100</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>18963700</b>	<b>18963700</b>	<b>100</b>	<b>0</b>	<b>18963700</b>	<b>18963700</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to Total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to Total Shares	
1.	S. B. SOMANI	1302090	6.87	0	0	0	0	0.00
2	SHANTA SOMANI	121390	0.64	0	0	0	0	-
3	ARADHNA SOMANI	83250	0.44	0	0	0	0	-
4	SHRIKANT SOMANI	348537	1.83	0	0	0	0	-
5	CHEMO PHARMA LABORATORIES LTD	5236930	27.62	0	0	0	0	-
6	CITRIC INDIA LTD.	440710	2.32	0	0	0	0	0.00
7	INDIA ENER-GEN LTD.	12750	0.07	0	0	0	0	-
8	VARGHESE KURIAN	0	0	0	8815092	46.48	0	-
	<b>Total</b>	<b>7545657</b>	<b>39.79</b>	<b>0</b>	<b>8815092</b>	<b>46.48</b>	<b>0</b>	<b>6.69</b>

**(iii) Change in Promoter's Shareholding**

Sr. No.	PARTICULARS	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	<b>At the beginning of the year</b>				
1	S. B. SOMANI	1302090	6.87	1302090	6.87
2	SHANTA SOMANI	121390	0.64	121390	0.64
3	ARADHNA SOMANI	83250	0.44	83250	0.44
4	SHRIKANT SOMANI	348537	1.83	348537	1.83
5	CHEMO PHARMA LABORATORIES LTD.	5236930	27.62	5236930	27.62
6	CITRIC INDIA LTD.	440710	2.32	440710	2.32
7	INDIA ENER-GEN LTD.	12750	0.07	12750	0.07
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	The Promoters of the Company have entered into Share Purchase Agreement dated 10 <sup>th</sup> March, 2017 with Mr. Varghese Kurian (Acquirer) agreeing to transfer 75,45,657 Shares constituting 39.79% which has triggered requirement of Open Offer as per SEBI (SAST) Regulations, 2015. The Acquirer has completed the Open Offer as per provisions of SEBI (SAST) Regulations, 2011 and has acquired all the shares held by the promoters of the Company during the financial year.			
	<b>At the end of the year</b>				
1	S. B. SOMANI	0	0	0	0
2	SHANTA SOMANI	0	0	0	0
3	ARADHNA SOMANI	0	0	0	0
4	SHRIKANT SOMANI	0	0	0	0
5	CHEMO PHARMA LABORATORIES LTD.	0	0	0	0
6	CITRIC INDIA LTD.	0	0	0	0
7	INDIA ENER-GEN LTD.	0	0	0	0

**(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name of Top Ten Shareholders	Folio No.	Shareholding at the Beginning of the Year		Cumulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Canara Bank	C10005	900000	4.75	NIL	NIL
2	Shree Consultations & Services Pvt. Ltd.	M03406	813930	4.32	NIL	NIL
3	Citric India Limited	C90235	440710	2.32	NIL	NIL
4	Shrikant Somani	S00905, S00906, S05609	348537	1.83	NIL	NIL
5	Kerala State Industrial Development	K00227	296270	1.56	NIL	NIL
6	Administrator of the Specified undertaking of the UTI Ltd.	A03120	263600	1.39	NIL	NIL
7	Ishwar Khanna	I00718	200200	1.05	NIL	NIL
8	The Govt. of Kerala	T00056	140000	0.74	NIL	NIL
9	ICICI Bank Ltd.	I00725	130000	0.69	NIL	NIL
10	Kanta Chowdhary	K00236	123820	0.65	NIL	NIL

Sr. No.	Name of Top Ten Shareholders	Folio No.	Shareholding at the End of the Year		Cumulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Canara Bank	C10005	900000	4.75	NIL	NIL
2	Kerala State Industrial Development	K00227	296270	1.56	NIL	NIL
3	Shaji K Mathew	S091615	202400	1.06	NIL	NIL
4	Kanta Chowdhary	K00236	189810	1.00	NIL	NIL
5	The Govt. of Kerala	T00056	140000	0.74	NIL	NIL
6	ICICI Bank Ltd.	I00725	130000	0.69	NIL	NIL
7	CRB Trustee Ltd.	C10004	101650	0.53	NIL	NIL
8	Lakhani Kan Hassomal	L10203	100000	0.52	NIL	NIL
9	Nanda Nitin Dadia	'N02087	94450	0.50	NIL	NIL
10	Bearbull Securities Pvt. Ltd.	'B21036	92500	0.49	NIL	NIL

**(v) Shareholding of Directors and Key Managerial Personnel :**

Sr. No.	Name of Directors and Key Managerial Personnel	Folio No.	Shareholding at the Beginning of the Year		Cummulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	S. B. SOMANI	S05608, S10002	1302090	6.87	NIL	NIL
2.	SHANTA SOMANI	S10001	121390	0.64	NIL	NIL
3.	P. C. JAIN	P02913	500	0.00	NIL	NIL
4.	G. K. JOSHI	G01514	500	0.00	NIL	NIL
5.	TOBY ANTONY	T20917, T00751	150	0.00	NIL	NIL
6.	S.R.S. IYER	S20000, S20912	200	0.00	NIL	NIL
7.	HARSHALI SHIRODKAR	H01583	50	0.00	NIL	NIL
	<b>TOTAL</b>		<b>1424880</b>	<b>7.51</b>	<b>NIL</b>	<b>NIL</b>

Sr. No.	Name of Directors and Key Managerial Personnel	Folio No.	Shareholding at the end of the Year		Cummulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	VARGHESE KURIAN	V090594	8815092	46.48	NIL	NIL
2.	SHAJI K MATHEW	'S091615	202400	1.06	NIL	NIL
3.	P RADHAKRISHANAN NAIR	'P090638	14430	0.00	NIL	NIL
4.	VIJAYAKUMAR P P	'P090637	11250	0.00	NIL	NIL
5.	TOBY ANTONY	T20917, T00751	150	0.00	NIL	NIL
6.	S.R.S. IYER	S20000, S20912	200	0.00	NIL	NIL
	<b>TOTAL</b>		<b>9043522</b>	<b>7.51</b>	<b>NIL</b>	<b>NIL</b>

**(V) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Unsecured Loan from Directors - 50,50,000

**(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager :**

Sr. No.	Particulars of Remuneration	Shri. P.C. Jain (Non-Executive Independent Director)	Shri.G.K. Joshi (Non-Executive Independent Director)	Shri. Toby Antony (Non-Executive Independent Director)	Smt. Shanta Somani (Executive Director)	Shri. P Radha-krishnan Nair (Non-Executive Independent Director)	Shri. Vijayakumar P P (Non-Executive Independent Director)	Shri. Madhavan Thundil Biju (Independent Director)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0	0	0	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0	0	0	0
2	Stock option	0	0	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0	0	0
4	Commission as % of profit others (specify)	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
5	Others, please specify (Sitting fees)	15,000	15,000	25,000	15,000	10,000	12,500	10,000	1,02,500
	<b>Total (A)</b>	<b>15,000</b>	<b>15,000</b>	<b>25,000</b>	<b>15,000</b>	<b>10,000</b>	<b>12,500</b>	<b>10,000</b>	<b>1,02,500</b>
	<b>Ceiling as per the Act</b>								

**C. Remuneration to Key Managerial Personnel Other than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration	RAMASUBRAMONIA IYER (CFO)	CS ANSIA A (CS)	Total
1	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,32,300	84,000	3,16,300
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission a. as % of profit b. Others, specify	0 0 0	0 0 0	0 0 0
5	Others, please specify	0	0	0
	<b>Total</b>	<b>2,32,300</b>	<b>84,000</b>	<b>3,16,300</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
<b>NIL DURING THE YEAR</b>					

**ANNEXURE D****Form No: MR- 3****SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,  
The Members,  
M/S. TECIL CHEMICAL AND HYDRO POWER LIMITED  
Chingavanam P.O. Kottayam, Kerala- 686531.**

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices followed by **M/S. TECIL CHEMICAL AND HYDRO POWER LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 has complied with the Statutory provisions listed hereunder and also that the Company has followed proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- vi. Since the company has not been doing any operations or productions during the year under review, the Management has identified and confirmed that the following laws are not specifically applicable to the Company;
  - i. The Hazardous Wastes (Management and Handling) Rules, 1989;
  - ii. The Insecticide Act, 1968;
  - iii. The Drugs and Cosmetics Act, 1940;
  - iv. The Prevention of Food Adulteration Act, 1954
  - v. The Legal Metrology Act, 2009;

- vi. The Legal Metrology (Packed Commodities) Rules, 2011;
- vii. Food Safety and Standards Act, 2006 and Rules 2011 with allied Rules and Regulations.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS 1) and General Meetings (SS2) issued by The Institute of Company Secretaries of India and
- (ii) the Listing Agreements entered into by the Company with BSE Ltd and NSE Ltd and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that, During the period under review the Company has Generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

And as the production unit of the Company is closed and currently the Company is not engaged in any other business activity, there are no other laws which are specifically applicable to the Company.

I further report that, there were no event/ actions in pursuance of:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance report of the Company Secretary/Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws and environmental laws.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other audits conducted by the designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and a system exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, there are adequate system and process in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period of the Company, there are no specific events / actions having a major bearing on the Company's affairs or shareholders interest in pursuance of the above referred laws, rules, regulations, guidelines etc. referred to above.

I further report that during the audit period, the Company has been following specific events / actions that are having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- i) The Company has appointed a Company Secretary as a Key Managerial Personnel of the Company, hence during the year section 203 of the Companies Act, 2013 has been complied with.
- ii) The Company has not published the information like Board Meeting Notice. Hence provisions of rule 20(5) of The Companies (Management and Administration) Rules, 2014 and clause 47 of the Listing Obligation of Disclosure Requirements, 2015 to that extent has been not complied.
- iii) During the financial year there was a change in the management of the company. As per the Share Purchase Agreement, Mr. Varghese Kurian has acquired of 75,45,657 Equity Shares of Rs.10/- each from the promoters of the company constituting 39.79% of the shares of the company.
- iv) The acquirer has already triggered the open offer as per SEBI (SAST) Regulations 2011 as per and the Public Announcement and Detailed Public Statement Published in the newspaper and 4,55,505 shares have been acquired by the promoters from this open offer during the financial year constituting 2.40% of the sharers of the company.
- v) The promoters have also purchased 8,13,930 equity shares form the off market constituting 4.29% of the sharers of the company.
- vi) The total shares transferred in favour of the promoters and others, recorded by the company, during the financial year is given as follows:

Sl. No.	Particulars	Number of shares	Face value in INR	% of holding
A	Through Share Purchase Agreement	75,45,657	7,54,56,570	39.79
B	By Open Offer	4,55,505	45,55,050	2.40
C	By off market purchase	8,13,930	81,39,300	4.29
D	Others	2,50,550	25,05,500	1.32
	<b>Total</b>	<b>90,65,642</b>	<b>9,06,56,420</b>	<b>47.80</b>

- vii) The promoters are in the process of dematerialising the shares held by them in the Company during this financial year.

Place: Trivandrum  
Date: 23<sup>rd</sup> July, 2018

Sd/-  
CS Harikrishnan R  
Practicing Company Secretary

This report is to be read with our letter of even date which is annexed as Annexure- I and forms an integral part of this report.



**ANNEXURE I**

To,  
The Members,  
M/s. Tecil Chemical And Hydro Power Limited,  
Chingavanam P.O. Kottayam, Kerala- 686531.

Our Secretarial Audit Report for the financial year 31st March, 2018 is to be read along with this letter.

**Management Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on this secretarial records, standards and procedures followed by the Company with respect to secretarial compliance.
3. We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

Place: Trivandrum  
Date: 23<sup>rd</sup> July, 2018

Sd/-  
CS Harikrishnan R  
Practicing Company Secretary

**AUDITOR'S REPORT ON QUARTERLY FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF  
THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

**Board of Directors of TECIL CHEMICALS AND HYDRO POWER LIMITED**

We have audited the financial results of **TECIL CHEMICALS AND HYDRO POWER LIMITED** for the year ended 31st March, 2018, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. These financial results have been prepared on the basis of the financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these financial results:

- (i) Are presented in accordance with the requirements of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in this regard; and
- (ii) Give a true and fair view of net loss and other financial information for the year ended 31st March, 2018.

**Place: Cochin -20  
Date: 18<sup>th</sup> May 2018**

**For S R PAI & CO  
Chartered Accountants  
(FRN: 0010793S)**

**Sd/-  
CA Rajeeva Pai  
Partner  
MRN: 214230**

## INDEPENDENT AUDITORS' REPORT

To  
**The Members of TECIL CHEMICALS & HYDRO POWER LIMITED**

### Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **TECIL CHEMICAL & HYDRO POWER LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting standards specified under section 133 of the act, read with the rule 7 of companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting the fraud and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are responsible and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements, give the information required by the Act in the manner so required and give a true and

fair view in conformity with the accounting principles generally accepted in India, so the state of affairs of the Company as at March 31, 2018 and its loss and its cash flow for the year ended on the date.

**Report on Other Legal and Regulatory Requirements**

1. As Required by the Companies (Auditors Report) Order 2016 ('the order') issued by the Central government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the act, we report that:
  - a. We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refers to our separate Report in '**Annexure A**'.
  - g. With respect to the other matters included in the Independent Auditor's report, in our opinion and to the best of our information and according to the explanations given to us:
    - 1) The company has disclosed the impact of pending litigation on its financial position in its financial statement.
    - 2) The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - 3) There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by Company.

Place: Cochin -20  
Date: 18<sup>th</sup> May 2018

For S R PAI & CO  
Chartered Accountants  
(FRN: 0010793S)

Sd/-  
CA Rajeeva Pai  
Partner  
MRN: 214230

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of section 143(11) of the Companies Act, 2013**

- (i) (a) The Company is maintaining proper records showing full particular, including quantitative details and situation of fixed assets.
- (b) Fixed Assets were physically verified by the Management during the current year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its Fixed Assets.
- (c) According to the information and explanation given to us and the records examined by us we report that, the immovable properties of land and building which are freehold, are held in the name of the Company as at the Balance Sheet date except 2.64 hectares of land subject to re-conveyance of brought in land by the Government. In case of the building constructed on leased land resumed by the Kerala Government, compensation for appeal is pending before the Kerala High Court (Refer Note No 3 to the financial statements).
- (ii) There was no inventory at beginning of the year neither the company has effected any purchase during the year hence in our opinion clause (ii) is not applicable to the company.
- (iii) The company has not given loans to parties covered in the register maintained under section 189 of the companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanation given to us, no fixed deposits were accepted from the public.
- (vi) In our opinion, clause 3(vi) of the order for maintenance of the cost records under section 148(1) of the Companies Act 2013 is not applicable to the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, ESIC and Income Tax.
- (b) According to the information and explanation given to us there were no undisputed amounts payables in the respect of Income Tax, Sales Tax, Wealth Tax, Excise Duty and other material statutory dues in arrears as at 31<sup>st</sup> March, 2018.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to the banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the order is not applicable.
- (x) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
- (xi) The Company has not paid any managerial remuneration for the year hence clause 3(xi) of the order is not applicable.
- (xii) The Company is not Nidhi Company and hence reporting under clause 3(xii) of the order is not applicable.

- (xiii) In our opinion and according to the information and explanation given to us the Company is in compliance with section 177 and 188 of the act, where applicable, for all transactions with the related parties and the details of related party transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) is not applicable to the Company.
- (xv) In our opinion and according to the information and explanation given to us, during the year the Company has not entered into any non-cash transaction with its directions or person connected to its Directors and hence provisions of section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

**For S R PAI & CO**  
**Chartered Accountants**  
**(FRN: 0010793S)**

**Sd/-**  
**CA Rajeeva Pai**  
**Partner**  
**MRN: 214230**

**Place: Cochin -20**  
**Date: 18<sup>th</sup> May 2018**

#### **ANNEXURE 'B'**

#### **To the Independent Auditor's Report of even date on the Financial Statement of TECIL CHEMICAL AND HYDRO POWER LIMITED**

#### **Report on the Internal Financial Control under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To  
**the Members of TECIL CHEMICAL AND HYDRO POWER LIMITED**

We have audited the internal financial controls over financial reporting of **TECIL CHEMICAL AND HYDRO POWER LIMITED** ("the Company") as of 31st March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable information, as required under the Companies Act 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on auditing as specified under section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls

and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Control Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitation of Internal Financial Control Over Financial Reporting**

Because of the inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to risk that the internal financial control over financial reporting may become inadequate of change in condition, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S R PAI & CO**  
**Chartered Accountants**  
**(FRN: 0010793S)**

**Sd/-**  
**CA Rajeeva Pai**  
**Partner**  
**MRN: 214230**

**Place: Cochin -20**  
**Date: 18<sup>th</sup> May 2018**

**BALANCE SHEET AS ON 31-03-2018**

(` in Lakhs)

PARTICULARS	NOTES	31-03-2018	31-03-2017	31-03-2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
a) Property, Plant and Equipment	1	377.00	387.12	398.31
b) Capital Work in Progress				
c) Intangible Assets				
d) Financial assets				
(i) Investments	2	0.05	0.05	37.71
(i) Trade receivable				
(ii) Loans				
(iii) Other financial assets				
e) Advance Income tax assets (net)				
f) Other non-current assets				
<b>Current assets</b>				
a) Inventories				
b) Financial Assets				
(i) Investments				
(ii) Trade receivables				
(iii) Cash and cash equivalents	3	0.24	1.20	1.34
(iv) Other Bank Balances	4	1.66	104.80	67.89
(v) Loans	5	254.18	236.70	313.51
(vi) Other financial assets				
c) Current Income tax assets (net)	6	5.32	5.19	1.02
d) Other current assets	7	-	-	54.58
<b>TOTAL</b>		<b>638.45</b>	<b>735.06</b>	<b>874.36</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	8	1,896.37	1,896.37	1,896.37
Other equity		(2,909.04)	(2,785.50)	(2,543.35)
<b>Liabilities</b>				
<b>Non-current Liabilities</b>				
a) Financial liabilities				
(i) Borrowings	9	50.50	-	-
(ii) Other financial liabilities				
b) Provisions				
c) Deferred tax liabilities (Net)				
d) Other non-current liabilities				
<b>Total A</b>				
<b>Current Liabilities</b>				
a) Financial liabilities				
(i) Borrowings				
(ii) Trade payables				
(iii) Other financial liabilities				
b) Other current liabilities	10	1,600.62	1,624.19	1,521.34
c) Provisions				
d) Current tax liabilities				
<b>Total B</b>				
<b>Total liabilities (A+B) Total equity and liabilities</b>		<b>638.45</b>	<b>735.06</b>	<b>874.36</b>

In terms of our report attached of the Even date

For SR Pai & Co  
Chartered AccountantsSd/-  
S Rajeeva Pai  
Partner  
MRN No. 214230Place : Kochi  
Date: 28<sup>th</sup> May, 2018

for and on behalf of the Board of Directors

Sd/-  
Varghese Kurian  
Chairman and Managing Director  
DIN NO.: 01114947Sd/-  
Shaji K Mathew  
Director  
DIN NO.: 01866682



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2018**

(' in Lakhs)

SR. NO.	PARTICULARS	NOTES	For the Year Ended 31-March-2018	For the Year Ended 31-March-2017
I	Revenue from operations (gross)			
	Other income	11	0.14	56.20
II	Total income ( I + II )		0.14	56.20
III	Expenses:			
IV	Cost of materials consumed			
V	Changes in inventories of finished goods and work-in-progress			
	Excise Duty on sales			
VI	Power and Fuel (Refer Note 38,39)			
	Employee benefits expense	12	10.87	13.91
	Finance costs			
VII	Depreciation and amortisation expense		5.27	7.27
	Other expenses	13	105.48	270.31
<b>VIII</b>	<b>Total expenses</b>		<b>121.62</b>	<b>291.49</b>
<b>IX</b>	<b>Profit/(loss) before exceptional item and tax (III-IV)</b>		<b>(121.48)</b>	<b>(235.29)</b>
X	Exceptional item		-	4.69
<b>XI</b>	<b>Profit/(loss) before tax (V-VI)</b>		<b>(121.48)</b>	<b>(239.98)</b>
	Tax expense/(credit):			
	Current Tax		-	-
	Deffered Tax			
	Profit/(loss) for the year (VII-VIII)		(121.48)	(239.98)
	<b>Other Comprehensive income/(loss)</b>			
	<b>Item that will not be subsequently reclassified to profit or loss</b>			
	(a) Re-measurement gains/(losses) on defined benefit obligations			
	(b) Income tax effect			
	<b>Item that may be subsequently reclassified to profit or loss:</b>			
	(a) Cash flow hedges			
	(b) Income tax effect			
	<b>Total Other Comprehensive income/(loss) for the year</b>			
	<b>Total Comprehensive income/(loss) for the year</b>		<b>(121.48)</b>	<b>(239.98)</b>
XII.	Earnings/(loss) per equity share (of Rs. 10/- each)		(0.64)	(1.27)
	<b>Basic and Diluted ( in Rs. per share)</b>			

In terms of our report attached of the Even date

For SR Pai & Co  
Chartered AccountantsSd/-  
S Rajeeva Pai  
Partner  
MRN No. 214230Place : Kochi  
Date: 28<sup>th</sup> May, 2018

for and on behalf of the Board of Directors

Sd/-  
Varghese Kurian  
Chairman and Managing Director  
DIN NO.: 01114947Sd/-  
Shaji K Mathew  
Director  
DIN NO.: 01866682

**ANNEXURE TO REGULATION 34 (2) OF SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**CASH FLOW STATEMENT FOR THE YEAR 31ST MARCH, 2018**

Particulars	31-March-2018 (` in Lakhs)	31-March-2017 (` in Lakhs)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) Before Tax	(121.48)	(239.98)
<b>Adjusted For :</b>		
Depreciation Provided	7.33	9.44
Interest Received		
Dividend Received		
Profit on Sale of Investments		
Profit on Sale of Fixed Assets		
Provisions written back		
Revaluation Reserve	(2.06)	(2.17)
<b>Operating Profit before Working Capital Changes</b>	<b>(116.21)</b>	<b>(232.71)</b>
<b>Adjusted For :</b>		
Loans & Advances		64.58
Trade payable and provisions	(23.57)	102.85
<b>Cash Generated including From Operations :</b>	<b>(23.57)</b>	<b>167.43</b>
Direct Taxes Paid	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(139.78)</b>	<b>(65.28)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sales / Decrease of Fixed Assets	2.79	1.75
Sale of Investments	-	37.66
Loans received	50.50	
Dividend Received		
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>53.29</b>	<b>39.41</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Payment of short term liabilities		
Loans given / refund	(17.61)	62.64
Interest Paid	-	-
<b>NET CASH FLOW FROM FINANCING ACTIVITIES ACTIVITIES</b>	<b>(17.61)</b>	<b>62.64</b>
Net Increase in Cash and Cash Equivalents	(104.09)	36.77
Cash and Cash equivalents at the Beginning of the Year	106.00	69.23
<b>Cash and Cash equivalents at the End of the Year</b>	<b>1.90</b>	<b>106.00</b>

In terms of our report attached of the Even date

for and on behalf of the Board of Directors

For SR Pai & Co  
Chartered Accountants

Sd/-  
S Rajeeva Pai  
Partner  
MRN No. 214230

Place : Kochi  
Date: 28<sup>th</sup> May, 2018

Sd/-  
Varghese Kurian  
Chairman and Managing Director  
DIN NO.: 01114947

Sd/-  
Shaji K Mathew  
Director  
DIN NO.: 01866682

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2018

1. PROPERTY, PLANT AND EQUIPMENTS

( in Lakhs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 01.04.2017	Additions	Deductions	As at 01.04.2017	For the year	Deductions/ adjustments	As at 31.3.2018	As at 31.3.2017
<b>TANGIBLE ASSETS</b>								
<b>Land- freehold 1,2,3</b>	266.62			266.62		-	266.62	266.62
(Previous year)	268.37		1.75	266.62		-	266.62	268.37
<b>Buildings2</b>	237.21			237.21	5.46	130.41	106.80	112.27
(Previous year)	237.21			237.21	5.75	124.95	112.26	118.01
<b>Furniture and fixtures</b>	14.33		0.85	13.48	0.09	0.53	0.80	1.21
(Previous year)	14.33			14.33	0.58	13.12	1.21	1.79
<b>Vehicles</b>	35.11		18.41	16.70	1.78	15.94	2.80	7.01
(Previous year)	35.11			35.11	3.11	28.08	7.03	10.14
<b>Total</b>	<b>553.27</b>	<b>-</b>	<b>19.26</b>	<b>534.01</b>	<b>7.33</b>	<b>16.47</b>	<b>377.00</b>	<b>387.12</b>
<b>Total -Previous Year</b>	<b>555.02</b>	<b>-</b>	<b>1.75</b>	<b>553.27</b>	<b>9.44</b>	<b>-</b>	<b>387.12</b>	<b>398.31</b>

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2018

(` in Lakhs)

PARTICULARS		As at March 31, 2018	As at March 31, 2017	
<b>2. Investments</b>				
<b>Shares in Joint Stock Companies - Quoted</b>				
<b>Equity Shares of:</b>				
BOMBAY OXYGEN CORP. LTD		0.01	0.01	
<b>Shares in Joint Stock Companies - Others</b>				
<b>Equity Shares of:</b>				
CITRIC India Ltd				
PUNJAB ANAND BATTERIES LTD		0.01	0.01	
GREATER BOMBAY CO-OP BANK LTD		0.03	0.03	
<b>Total</b>		<b>0.05</b>	<b>0.05</b>	
<b>3. Cash and cash equivalents</b>				
Cash on hand		0.24	1.20	
<b>Total</b>		<b>0.24</b>	<b>1.20</b>	
<b>4. Bank Balance other than above</b>				
Balances with banks		1.66	104.80	
<b>Total</b>		<b>1.66</b>	<b>104.80</b>	
<b>5. Loans</b>				
<b>Unsecured, considered good</b>				
Inter Corporate Deposit		-	225.00	
Advances to security Deposits		254.18	11.70	
<b>Total</b>		<b>254.18</b>	<b>236.70</b>	
<b>6. Income tax Assets(Net)</b>				
Income Tax Assets		5.32	5.19	
<b>Total</b>		<b>5.32</b>	<b>5.19</b>	
<b>7. Other Current assets</b>				
Advances Recoverable in cash or kind		-	-	
<b>Total</b>		<b>-</b>	<b>-</b>	
<b>8. Share capital</b>	<b>Number of shares</b>	<b>Amount</b>	<b>Number of shares</b>	<b>Amount</b>
<b>Authorised</b>				
Opening/Closing balance (equity shares of Rs 10 each)				
	2,00,00,000	2,000.00	2,00,00,000	2,000.00
Opening/Closing balance (Cumulative Preference shares of Rs 100 each)				
	10,00,000	1,000.00	10,00,000	1,000.00
<b>Issued, subscribed and fully Paid up</b>				
Opening/Closing balance (equity shares of Rs 10 each)				
	1,89,63,700.00	1,896.37	1,89,63,700.00	1,896.37
<b>Total</b>	<b>1,89,63,700.00</b>	<b>1,896.37</b>	<b>1,89,63,700.00</b>	<b>1,896.37</b>
Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period :				
	<b>Number of shares</b>	<b>Amount</b>	<b>Number of shares</b>	<b>Amount</b>
Equity shares outstanding at the beginning and end of the year	1,89,63,700.00	1,896.37	1,89,63,700.00	1,896.37

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2018**

(` in Lakhs)

PARTICULARS	As at March 31, 2018	As at March 31, 2017
<b>9. Borrowings</b>		
<b>Unsecured</b>		
Varghese Kurian	49.50	-
Shaji Mathew	1.00	-
<b>Total</b>	<b>50.50</b>	<b>-</b>
<b>10. Other current liabilities</b>		
Other Current Liabilities	1,600.62	1,624.19
<b>Total</b>	<b>1,600.62</b>	<b>1,624.19</b>
<b>11. Other Income</b>		
Interest Received	0.14	45.20
Compensation Received	-	11.00
<b>Total</b>	<b>0.14</b>	<b>56.20</b>
<b>12. Employee benefits expense</b>		
Salaries, wages and bonus	5.96	11.29
Employees Welfare Expenses	-	1.45
Provident Fund	0.49	1.17
Compensation paid	0.67	-
Ex-gratia paid	3.75	-
<b>Total</b>	<b>10.87</b>	<b>13.91</b>
<b>13. Other Expenses</b>		
Rent Paid	0.57	9.38
Rates & Taxes	2.02	1.21
Repairs & Maintenance - Others	7.94	45.27
Travelling expenses	12.38	14.27
Motor Car Expenses	0.22	2.11
Professional charges	23.59	13.43
Directors' Sitting Fees	1.03	0.90
Audit Fee	0.35	0.33
Electricity charges	7.10	9.92
Bank Charges	0.05	0.05
Telephone & Telex charges	0.72	1.39
Postage & Courier Expenses	2.02	1.89
Stationary & Printing charges	3.80	2.42
Annual Listing Fee	24.65	2.34
E.G.M. Expenses	9.14	-
Share Registry expenses	4.02	0.93
Office Maintenance Expenses	2.31	2.51
Loss of sale of Motor vehicles	1.96	-
Old Balances written off	-	61.75
Web Designing / Web Regn exp	0.05	0.04
Unusable Assets written off	0.32	-
General Charges (Advt Charges)	1.24	0.17
Other Income of earlier Yrs reversed	-	100.00
<b>Total</b>	<b>105.48</b>	<b>270.31</b>

## 12. NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 SIGNIFICANT ACCOUNTING POLICIES:

### a) **Basis of Preparation of Financial Statements:-**

- i) For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind AS for the year ended March 31, 2017. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

- ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company on May 18, 2017 and May 30, 2016 respectively. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.
- iii) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017. Refer note no 19.
- iv) These financial statements were approved for issue by the Board of Directors on May 28<sup>th</sup> 2018

### b) **Revenue and Expenditure Recognition:-**

Revenue is recognized and expenditure is accounted for on accrual basis.

### c) **Property, Plant and Equipment**

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016. Fixed Assets are stated at cost as increased by revaluation in case of land, building, etc and less accumulated depreciation thereon in respect of assets acquired up to 31.03.1995. Fixed assets were revalued as on 31.03.1995.

### d) **Depreciation:-**

Depreciation on fixed asset (including revalued assets) has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act 2013.

Deprecation on Residential Building, Furniture and Fittings, Motor vehicles, etc and addition to

and deduction from such assets are provided for on pro-rata basis from/up to the month of addition/ deduction.

Additional depreciation representing the difference between depreciation on revalued amount and original cost of the assets like Land and Buildings has been withdrawn from revaluation reserve.

**e) Retirement Benefits:-**

- a) Employer's Contributions to Provident Fund is charged as expenditure.
- b) Gratuity payable to Employees is calculated as per provision of the Gratuity Act and the difference, if any is provided in the books of accounts every year.

**f) Investments:-**

Long Term Investments made by the Company in shares are valued as per the Accounting Standards issued by The Institute of Chartered Accountants of India. Provision has been made for permanent diminution in the value of Long Term Investments.

**g) Treatment of Contingent Liabilities:-**

Contingent liabilities not provided for, are disclosed by way of Notes to Accounts with particulars of the nature and quantum, wherever possible, of such liabilities.

**h) Segment Reporting:-**

The Company has carried out no trading activity and hence there is no separate segment

**i) Earnings per Share:-**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

**j) Accounting for taxes on Income:-**

Income tax expense is recognized in accordance with AS-22- "Accounting for Taxes on Income" which include current taxes and deferred taxes.

Deferred income taxes reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier years.

Deferred tax assets are not recognized in the absence of reasonable/virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**k) Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

**13. NOTES FORMING PART OF ACCOUNT:**

**1. Disputed liabilities not provided for:**

**Central Excise Refund**

As per the order of the Asst. Commissioner of Central Excise, Kottayam Division, Kottayam dated 23.12.1998 holding that Calcium Carbide manufactured and used captive consumption in

the manufacture of acetylene black within the factory is not liable for levy of excise duty, the company is entitled to a refund of excise duty of Rs.82,89,691/- in respect of the period from April, 1978 to July, 1983.

This was confirmed by the Hon'ble CEGET, New Delhi as per the order No. A/1076/02 NB (D) dated 24.10.2002. Based on the above order the company filed a refund claim for Rs.82,86,691/- before the Deputy Commissioner of Central Excise, Kottayam Division on 30.01.2003. However the Deputy Commissioner allowed only Rs.37,99,198/- as refund and the same was recognized as income in the Profit & Loss account in the year 2002-2003. The claim for the balance amount of Rs.44,86,993/- was rejected by the Excise authorities for want of proof payment of duty.

Against this order the company had filed an appeal before the Commissioner of Central Excise and Customs (Appeals) Cochin on 22-10-2003 and the appeal was disposed of in favor of the Company.

The Department has gone in Appeal. In view of the above, the claim for the refund of the balance amount of Rs. 44,86,993/- has not been recognized in the accounts. Company has also filed appeal before CEGAT, New Delhi for release of balance amount, which is pending for disposal.

## 2. Managerial Remuneration:

Particulars	Amount (In Rupees)	
Salary	Nil	(Nil)
Perquisites	Nil	(Nil)
Contribution to Provident Fund	Nil	(Nil)
Total	Nil	(Nil)

### 2.1 Computation of loss in accordance with Section 349 of the Companies Act, 56:

March 31 <sup>st</sup> of ->	2018	2017
Profit (Loss) as per Profit and Loss Account	(12,148)	(23,998)
Less : i. Depreciation charged to A/c's	527	727
ii. Directors Sitting fees	103	90
iii. Remuneration to MD	Nil	Nil
Business Profit (Loss)	(11,518)	(23,181)
Less / Add : Depreciation as per Section 350		
Total Profit for the year		
Add : C/f (Losses) from earlier years	(4,92,393)	(4,68,395)
(Losses) under section 198		

## 3. Contingent Liabilities:

The Company has made construction including infrastructure developments on the lease hold land. The Government of Kerala vide G.O 117/2015 dated has resumed the leasehold land. The Company has filed petition before the Hon'ble High court of Kerala claiming compensation for the infrastructure and improvement made by the Company on the lease land, which is pending before the Hon'ble High court of Kerala. Hence necessary entry in the books of accounts will be made on finalized of compensation matter.

## 4. Other matters:

### A. Sale of surplus land at Chingavanam:

The Company has entered into an agreement for sale of surplus land at Chingavanam with



some parties who had paid a sum of Rs. 6 Crores as advance. However they defaulted in making the balance consideration as per agreement for sale dated 04.07.2012 in spite of extension of time granted to them. The said agreement was cancelled in terms of clause 8 Thereof the Company maintains that the amount Rs. 6 Crores is still payable to the party.

**B. Advance for land at Chingavanam:**

An advance of Rs. 10,00,00,000/- was received from M/s Kayaltheeram Builders and Realtors India Private Limited for sale of land. Execution of deed is pending.

**C. Arbitration Award:**

An Arbitration Award passed by the Hon'ble Arbitrator on 09.12.2015 directing the Company to pay a sum of Rs. 79.50 Lakhs in the matters of ARC No.4 of 2014 of A,R.38/2011 of the High Court of Kerala in the Arbitration proceedings between Mr. T Baburaj and Company. Against this Award, the company as well as Mr. Baburaj has filed Appeal before the District Court, Kottayam. Hence no provision has been made in the accounts.

**D. Dues to Small Scale Industrial undertakings:**

There is no outstanding dues as defined under the Interest on Delayed Payments of Small Scale and Ancillary Industrial Undertaking Act, 1933 and section 3(i) of the Industrial (Development and Regulation) Act, 1951.

E. The Company has filed an appeal against the order No. 8501/14 dated 29.06.2016 of the Additional Tahsildar, Kottayam directing to pay Rs. 10,52,337/- towards penalty and value of sand removed from lease land.

**5. Fundamental accounting assumption regarding Going Concern.**

The Board of Directors of the Company has been continuously exploring new avenues of business opportunities to deploy its surplus funds. Till such time, the Company has utilized its surplus funds by giving interest bearing Inter- Corporate Deposits. Since the substratum of the Company is intact, the Accounts of the Company have been prepared on 'going concern' basis.

**6. Quantitative Details**

Information pursuant to the Companies Act, 2013 are given below:

**NOT APPLICABLE** (as the Company has no Licensed / installed capacity)

Traded Goods -

CHEMICALS	QUANTITY. (KG.)	VALUE (Rs./'000)	
		During 2018	During 2017
Opening Stock	Nil (Nil)	Nil (Nil)	
Purchases	Nil (Nil)	Nil (Nil)	
Sales	Nil (Nil)	Nil (Nil)	
Closing Stock	Nil (Nil)	Nil (Nil)	
<b>7. Raw Materials Consumed</b>		NIL	NIL
7.1. Percentage of consumption of indigenous / imported raw - Materials, packing materials, spare parts and components		NIL	NIL
<b>9. Expenditure in Foreign Currency for travelling</b>		NIL	NIL
<b>10. CIF value of Imports - Raw materials / Spares / Capital goods</b>		NIL	NIL
<b>11. Capital Commitments</b>		NIL	
<b>12. The Companies in which the Directors are associated have filed the Annual Returns and did not</b>			

make any default in the repayment of deposits if any fallen out. On the basis of representations received from the Directors, none of the Directors attract disqualifications under section 164(2) of the Companies Act, 2013.

13. The Company has a full time Company Secretary as required u/s 203 of the Companies Act, 2013 during the year under report.

**14. Others**

14.1 Basic earning per Equity Share and Diluted earning per Equity Share have been computed by dividing net profit by the weighted average number of equity shares outstanding for the year.

14.2 Calculation of Basic Earnings per share

Sr. No.	Particulars	Equivalent number of shares for the year	
		2017-2018	2016-2017
1	Opening No. of Shares	1,89,63,700	1,89,63,700
2	Total Shares Outstanding	1,89,63,700	1,89,63,700
3	Profit after Taxes in Rs. (000)	(12,148)	(23,998)
4	Nominal value of Shares	Rs. 10.00	Rs. 10.00
5	Earning per Share	(0.64)	(1.27)

15. Disclosure of transactions with Related parties, as required by Accounting Standard 18 as defined under clause 3 of the Accounting Standard have been identified on the basis of representations made by key managerial personnel and information available with the Company.

**Relationship Entities where control exist :** Nil

**I. Associate and Group Companies** Nil

**II. Key Management Personnel:**

Lizhyamma Kurian  
Shaji Mathew Kalladayil  
Parameswaran Radhakrishnan Nair  
Puthuparambil Parameswaran Pillai Vijayakumar  
CS Ansia A

Varghese Kurian,  
Madhavan Thundil Biju,  
Toby Antony  
Jeeben Varghese Kurian  
Ramasubramonia Iyer

**Related Party Transactions**

Transactions	Associate and Group Co. Rs.	Key Management Personnel/Rs.	Total Rs.
Opening Balance receivable	Nil	Nil	Nil
Opening Balance payable	Nil	Nil	Nil
Finance Provided including loans given	Nil	Nil	Nil
Amount received	Nil	Nil	Nil
Outstanding Balance receivable	Nil	Nil	Nil
Outstanding Balance payable	Nil	Nil	Nil
Remuneration paid including perquisites	Nil	Nil	Nil

16. In view of the accumulated losses, the Management has to provide deferred tax assets as well as deferred tax liabilities. Hence the disclosure in respect of accounting of taxes on income as required under Accounting Standard 22 issued by ICAI is not done.
17. Figures are given in lakhs unless otherwise stated
18. Figures of the previous year have been regrouped / rearranged wherever necessary and are given in bracket unless otherwise specified. The Company has completed the above accounts based on the revised / modified Schedule III applicable for the accounting period 2017-18. The disclosure requirements are made in the notes to accounts or by way of additional statements. The other disclosures as required by the Companies Act are made in the notes to accounts.

#### 14. First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note (a) to (k) have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements as at and for the year ended 31 March 2017 and in the preparation of the opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP' or 'Indian GAAP'). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

- a) The Company has applied Ind AS 16 retrospectively for its property, plant and equipments, from the date of their acquisition.
- b) Ind AS 101 First-time Adoption of Indian Accounting Standards allows first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The Company has availed no exemption:

#### Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to Ind AS.

#### I. Reconciliation of Equity between IND-AS and previous GAAP

Nature of Adjustment	31-03-2017	01-04-2016
Shareholders' equity As per previous year GAAP	189637000	189637000
Fair valuation for derivative assets/Liabilities	-	-
Adjustments in relation to retrospective application of Ind AS 16	-	-
Deferred Tax Adjustment on above	-	-
Shareholders' Equity as per Ind AS	189637000	189637000

In line with Ind AS 101, the above adjustments have been carried out through retained earnings in Reserves and Surplus.

**II. Reconciliation of Profit/(loss) after tax between IND-AS and previous GAAP****31-03-2017**

Net profit/(loss) as per Previous GAAP	(23,99,8000)
Adjustments	
Fair Valuation for derivative assets/liabilities	
Adjustment in relation to retrospective application of Ind AS 16	
Re-measurement (gain) / loss Employee Benefit Schemes taken to Other Comprehensive Income	
Deferred tax adjustment on above	
Net profit/(loss) as per Ind AS	(23,99,8000)
Add: Other comprehensive income	
Total comprehensive income/(loss) as per Ind AS	(23,99,8000)

**III. Reconciliation of cash flows for the year ended March 31, 2017**

The transition from erstwhile Indian GAAP to Ind AS has not made a material impact on the statement of cash flows.

In terms of our report attached of the Even date

**for and on behalf of the Board of Directors**

**For SR Pai & Co  
Chartered Accountants**

Sd/-  
**S Rajeeva Pai  
Partner  
MRN No. 214230**

**Place : Kochi  
Date: 28<sup>th</sup> May, 2018**

Sd/-  
**Varghese Kurian  
Chairman and Managing Director  
DIN NO.: 01114947**

Sd/-  
**Shaji K Mathew  
Director  
DIN NO.: 01866682**

**TECIL CHEMICALS AND HYDRO POWER LIMITED**

Registered Office: P.O. CHINGAVANAM, DIST. KOTTAYAM – 686 531, KERALA  
CIN No.- L24299KL1945PLC001206

Website: [www.tecilchemicals.com](http://www.tecilchemicals.com) Email Id: [tecilchemicals@gmail.com](mailto:tecilchemicals@gmail.com)

**FORM NO. MGT-11**  
**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014)**

Name of the Member (s)		
Registered Address		
E-mail Id	Folio No. / Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name :	E-mail Id :
Address :	
Signature, or failing him	
Name :	E-mail Id :
Address :	
Signature, or failing him	
Name :	E-mail Id :
Address :	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on **14<sup>th</sup> September, 2018, Friday at 4:00 p.m. at The Palms Hotel Chingavanam, Dist. Kottayam, Kerala-686531**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote	
		For	Against
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of Board of Director's and Auditor's thereon.		
2.	Appointment of Mr. Jeeben Varghese Kurian as Regular Director-cum-CEO.		
3.	Adoption of new set of Memorandum of Association of the Company in conformity with Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of first  
proxy holder

\_\_\_\_\_  
Signature of second  
proxy holder

\_\_\_\_\_  
Signature of third  
proxy holder

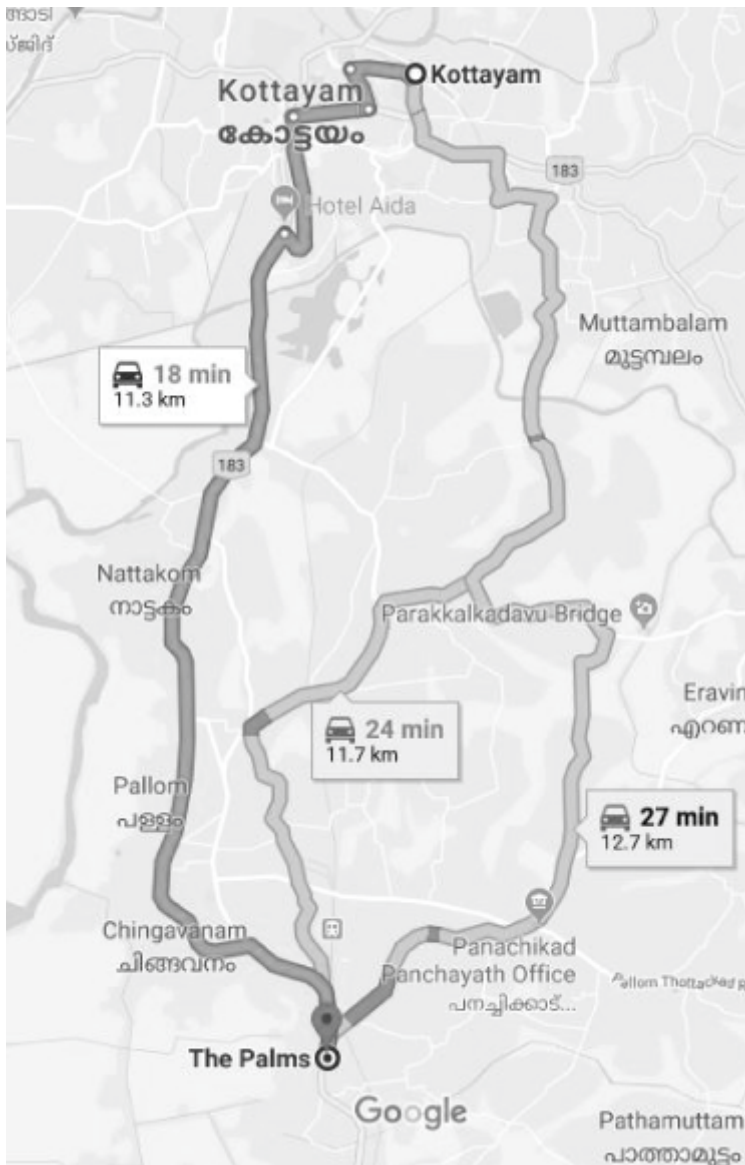
Affix  
Revenue  
Stamps

**Note :**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

### ROUTE MAP OF THE AGM VENUE

P.O. CHINGAVANAM, DIST. KOTTAYAM, KERALA – 686 531



**Courier**

If undelivered please return to :

**TECIL CHEMICALS AND HYDRO POWER LTD.**

P.O. Chingavanam,

Dist. Kottayam, Kerala – 686 531