

# TECIL CHEMICALS AND HYDRO POWER LTD.

## REGISTERED OFFICE

P.O. CHINGAVANAM,  
DIST.- KOTTAYAM, KERALA - 686 531  
EMAIL ID : tecilchingavanam@gmail.com  
PAN No. : AACT8096J  
CIN No. : L24299KL1945PLC001206  
Website: www.tecilchemicals.com



## CORPORATE OFFICE

1<sup>ST</sup> FLOOR, ANJANA COMPLEX,  
VYTTILA-AROOR BYEPASS ROAD,  
KUNDANNOOR, KOCHI-682 304  
TEL: 0484-4850063 / 62 /61  
EMAIL ID : tecilchingavanam@gmail.com

September 6, 2023

To,

<b>The Manager</b> <b>Listing Department,</b> <b>BSE Limited,</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street,</b> <b>Mumbai- 400 001</b>	<b>The Manager</b> <b>Listing Department,</b> <b>National Stock Exchange of India Limited,</b> <b>Exchange Plaza,</b> <b>5th Floor, Plot No. C/1, G Block,</b> <b>Bandra-Kurla Complex,</b> <b>Bandra-East, Mumbai- 400 051</b>
<b>Scrip Code: 506680</b>	<b>Symbol: TECILCHEM</b>

## **Subject: Notice of 78th Annual General Meeting ("AGM") and Annual Report 2022-23.**

Dear Sir/Ma'am,

Please note that the 78<sup>th</sup> AGM of TECIL Chemicals and Hydro Power Limited ("the Company") will be held on Saturday, September 30, 2023 at 3.00 P.M at The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report containing the Notice of AGM for Financial Year 2022-23 which is being sent only through electronic mode to the Members, who have registered their e-mail addresses with the Company/ Depositories.

Annual Report containing the Notice of AGM is also uploaded on the Company's website [www.tecilchemicals.com](http://www.tecilchemicals.com)

Kindly take this on your records.

Yours Truly,

For **TECIL Chemicals and Hydro Power Limited**

**Muhammed Rishad Mustafa**

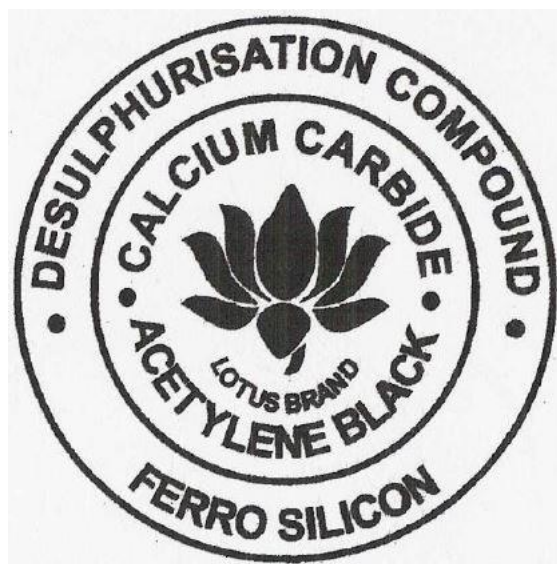
**Company Secretary and Compliance Officer**



Encl: as mentioned

# 78<sup>TH</sup> ANNUAL REPORT

## 31<sup>ST</sup> MARCH, 2023



# TECIL CHEMICALS AND HYDRO POWER LIMITED

**BOARD OF DIRECTORS**

**MR. VARGHESE KURIAN**

**CHAIRMAN AND MANAGING DIRECTOR**

**MR. JEEBEN VARGHESE**

**EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER**

**MRS. LIZHYAMMA KURIAN**

**EXECUTIVE DIRECTOR**

**MR. SHAJI K MATHEW**

**EXECUTIVE DIRECTOR**

**MR. P RADHAKRISHNAN NAIR**

**NON-EXECUTIVE INDEPENDENT DIRECTOR**

**MR. VIJAYAKUMAR P P**

**NON-EXECUTIVE INDEPENDENT DIRECTOR**

**MR. BIJU T M**

**NON-EXECUTIVE INDEPENDENT DIRECTOR**

**MR. PREM KUMAR SANKARA PANICKER**

**NON-EXECUTIVE INDEPENDENT DIRECTOR**

**MR. MUHAMMED RISHAD MUSTAFA**

**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**

**1<sup>st</sup> FLOOR ANJANA COMPLEX, 1ST FLOOR, VYTILLA-  
ARoor, BYPASSROAD, 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](mailto: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  
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TEL: 0484- 4850063 / 62 /61  
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## NOTICE CONVENING ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **78<sup>th</sup> (SEVENTY EIGHTH) ANNUAL GENERAL MEETING** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** (CIN: L24299KL1945PLC001206) to be held on Saturday, 30<sup>th</sup> September, 2023 at 3:00 PM at The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531, to transact the following business:

### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the Financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and the Auditors thereon.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2023, placed before the 78th Annual General Meeting be and are hereby received, considered and adopted.

- 2. Re-appointment of a Director retiring by rotation**

To re-appoint a director in place of Mr.Lizhyamma Kurian (DIN:01114716), Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act,2013, Mr.Lizhyamma Kurian (DIN:01114716), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable for retirement by rotation.”

**SPECIAL BUSINESS:****3. Approval of Material Related Party Transaction between the Company and Mr. Varghese Kurian (DIN No. 01114947) Managing Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as

**Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws and as per Accounting Standards AS 18 and other relevant applicable Accounting Standards/ any other statutory provisions, if any, the Company’s Policy on Related Party Transactions and on approval/ recommendation of the Audit Committee and the Board of Directors of the Company and details as mentioned in the explanatory statement annexed herewith, the consent of members of the Company hereby accorded to enter into/ continue with the existing Material Related Party Transaction(s), between the Company and Mr. Varghese Kurian, Managing Director of the Company on such terms and conditions as may be mutually agreed, to provide unsecured loan to the company for meeting its fund requirements for the functioning of the Company in the ordinary course of business of an aggregate value not exceeding 25 crores at a rate of Interest of 8% per annum during the financial year 2023-24 to 2025-26 of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**“RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

**4. Approval of Material Related Party Transaction between the Company and CS Muhammed Rishad Mustafa**

To consider and if thought fit, to pass with or without modification(s), the following resolution as

**Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws and as per Accounting Standards AS 18 and other relevant applicable Accounting Standards/ any other statutory provisions, if any, the Company’s Policy on Related Party Transactions and on approval/ recommendation of the Audit Committee and the Board of Directors of the Company and details as mentioned in the explanatory statement annexed herewith, the consent of members of the Company hereby accorded to enter into/ continue with the existing Material Related Party Transaction(s), between the Company and CS Muhammed Rishad Mustafa, Company Secretary of the Company on such terms and conditions as may be mutually agreed, to pay salary to CS Muhammed Rishad Mustafa, Company Secretary in managing the affairs of the Company of an aggregate value not exceeding 25 Lakhs during the financial year 2023-24 to 2025-26 in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions and to take all such decisions from powers herein conferred, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**“RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

**5. Approval of Material Related Party Transaction between the Company and Mr. Ramasubramonia Iyer, Chief Financial Officer.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as

**Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws and as per Accounting Standards AS 18 or relevant applicable Accounting Standards/ any other statutory provisions, if any, the Company’s Policy on Related Party Transactions and on approval/ recommendation of the Audit Committee and the Board of Directors of the Company and details as mentioned in the explanatory statement annexed herewith, the consent of members of the Company hereby accorded to enter into/ continue with the existing Material Related Party Transaction(s), between the Company and Mr. Ramasubramonia Iyer, Chief Financial Officer of the Company on such terms and conditions as may be mutually agreed, to pay salary to Mr. Ramasubramonia Iyer, Chief Financial Officer in managing the affairs of the Company of an aggregate value not exceeding 15 Lakh during the financial year 2023-24 to 2025-26 in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions and to take all such decisions from powers herein conferred, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**“RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

#### **6. Approval of Material Related Party Transaction for the payment of sitting fees to the Independent Directors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws and as per Accounting Standards AS 18 and other relevant applicable Accounting Standards/ any other

statutory provisions, if any, and in line with the Company's Policy on Related Party Transactions and on approval/ recommendation of the Audit Committee and the Board of Directors of the Company and details as mentioned in the explanatory statement annexed herewith, consent of the members is hereby accorded to enter into/ continue with the existing Material Related Party Transaction(s), between the Company and Independent Directors on such terms and conditions as may be mutually agreed, to pay sitting fees to the Independent Directors of an aggregate value not exceeding 5 Lakhs for attending the Board Meetings during the financial year 2023-24 to 2025-26 in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions and to take all such decisions from powers herein conferred, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

"**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors."

**By Order of The Board of Directors  
For TECIL Chemicals and Hydro Power Limited  
Sd/-**

**Muhammed Rishad Mustafa  
Company Secretary & Compliance Officer**

**Place: Kochi**

**Date: 31<sup>st</sup> August 2023**



**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 i.e. 30th September 2023. 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 24<sup>th</sup> September 2023 to 30<sup>th</sup> September 2023 (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.

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 Companies 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.

11. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Profile(s) of the Director seeking appointment/re-appointment as required by Regulation 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.

13. The Register of Members and Share Transfer Register of the Company will remain closed from 24/09/2023 to 30/09/2023 (both days inclusive).

14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

15. 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.

16. 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.

17. 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)

18. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and will be made available on the Company's website [www.tecilchemicals.com](http://www.tecilchemicals.com)

19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA of the Company.

20. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 01 April 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

21. A Route Map showing directions to reach the venue of the 78th Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on "General Meeting".

22. Attendance slip and Proxy Form of the Meeting is annexed with this Notice.

23. 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 78th 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.

24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [tecilchingavanam@gmail.com](mailto:tecilchingavanam@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [tecilchingavanam@gmail.com](mailto:tecilchingavanam@gmail.com). These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

25. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within forty eight hours of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith.

26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tecilchemicals.com](http://www.tecilchemicals.com) within immediately after the results are declared and communicated to the BSE Limited and National Stock Exchange of India Limited.

27. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

28. The Notice and Annual Report for Financial Year 2022-23 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)

29. In terms of the provisions of Section 152 of the Act, Mrs. Lizhyamma Kurian (DIN:01114716) Director retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment. Mrs. Lizhyamma Kurian is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Except Mr. Varghese Kurian (DIN:01114947) Chairman and Managing Director and Mr. Jeeben Varghese Kurian (06750117) CEO and Director, none of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.

**THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on Wednesday, 27.09.2022 at 9:00AM and ends on Friday, 29.09.2022 at 5:00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2022 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [tecilchingavanam@gmail.com](mailto:tecilchingavanam@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item no.2**

In terms of the provisions of Section 152 of the Act at least two-thirds of the total number of directors (excluding Independent Directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mrs. Lizhyamma Kurian, Director of the Company, would be retiring at the AGM and being eligible, has offered himself for re-appointment.

Mrs. Lizhyamma Kurian has been the Director of the Company since 1st September, 2017. Details as required under Regulations 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other applicable provisions are provided in Annexure to the explanatory statement. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 2, for approval of the members as an ordinary resolution.

Except Mr. Varghese Kurian and Mr. Jeeben Varghese Kurian, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

**Item no. 3**

Since the Company has not been carrying any manufacturing operations since last few years, it's day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. This transaction is reckoned as related party transaction as per SEBI (LODR) Regulation 2015 and Accounting Standards AS -18 .As there is no turnover, bringing unsecured loans to run the affairs of the Company more than the turnover is regarded as Material Related Party Transaction as per the Regulation 23 SEBI (LODR) Regulation 2015 and require approval of shareholders

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not. In view of the afore mentioned regulatory changes the Resolutions No. 3 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs.

Details of the proposed RPTs between the Company and Mr. Varghese Kurian, managing Director, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SI No.	Description	Details of proposed RPTs between the Company and Mr. Varghese Kurian (DIN: 01114947), Managing Director
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Mr.Varghese Kurian, Managing Director
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Mr. Varghese Kurian has entered into/propose to bring funds for the working of the Company during FY 2023-24 to 2025-26 for an aggregate value not exceeding 25 crores at 8% interest p.a
c.	Tenure of the proposed transaction	3 years
d.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Percentage of the Company's annual consolidated turnover, represented by the value of the proposed RPTs is not applicable as the Company has discontinued its operation
2.	Justification for the proposed RPTs.	<p>Since the Company has not been carrying any manufacturing operations since last few years, its to day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. As per the Regulation 23 SEBI (LODR) Regulation 2015 this transactions are reckoned as Material related party transaction</p> <p>A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower, and it requires approval from shareholders</p> <p>Brining Unsecured loans more than the turnover is considered as Material Related Party Transaction and thus requires approval of the shareholders.</p>

Except Mrs. Lizhyamma Kurian and Mr. Jeeben Varghese Kurian, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### **Item no. 4**

Since the Company has not been carrying any manufacturing operations since last few years, it's day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. From the unsecured loan brought in by Managing Director salary is paid to Company Secretary, CS Muhammed Rishad Mustafa. This transaction is reckoned as related party transaction as per SEBI (LODR) Regulation 2015, The Companies Act 2013 and Accounting Standards AS -18. As there is no turnover, salary paid to Company Secretary is more than the turnover. Hence, this transaction is also considered as Material Related Party Transaction as per the Regulation 23 SEBI (LODR) Regulation 2015 and requires shareholders' approval.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not. In view of the afore mentioned regulatory changes the Resolutions No. 4 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs.

Details of the proposed RPTs between the Company and CS Muhammed Rishad Mustafa, Company Secretary, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

<b>Sl No.</b>	<b>Description</b>	<b>Details of proposed RPTs between the Company and CS Muhammed Rishad Mustafa, Company Secretary</b>
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	CS Muhammed Rishad Mustafa, Company Secretary
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Payment of salary to CS Muhammed Rishad Mustafa, Company Secretary on an aggregate not exceeding 25 lakhs

		for the Financial years 2023-24 to 2025-26
c.	Tenure of the proposed transaction	3 years
d.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Percentage of the Company's annual consolidated turnover, represented by the value of the proposed RPTs is not applicable as the Company has discontinued its operation
2.	Justification for the proposed RPTs.	<p>Since the Company has not been carrying any manufacturing operations since last few years, its day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. Out of the Unsecured Loans brought in by Mr. Varghese Kurian, salary is paid to CS Muhammed Rishad Mustafa, Company Secretary. As per the Regulation 23 SEBI (LODR) Regulation 2015 this transaction is reckoned as Material related party transaction as it exceeds the total turnover of the Company</p> <p>A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower, and it requires approval from shareholders</p> <p>As the Company has discontinued its operation, which led to no turnover, and payment of salary to Company Secretary is considered as material related party transaction and requires shareholders approval</p>

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### **Item no. 5**

Since the Company has not been carrying any manufacturing operations since last few years, it's day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. From the unsecured loan brought in by Managing Director salary is paid to Mr. Ramasubramonia Iyer, Chief Financial Officer. This transaction is reckoned as related party transaction as per SEBI (LODR) Regulation 2015 and Accounting Standards AS -18 . As there is no turnover salary paid to Mr. Ramasubramonia Iyer, Chief Financial Officer is more than the turnover Hence, this transaction is also considered as Material Related Party Transaction as per the Regulation 23 SEBI (LODR) Regulation 2015 and requires shareholders' approval.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not. In view of the afore mentioned regulatory changes the Resolutions No. 5 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs.

Details of the proposed RPTs between the Company and Mr. Ramasubramonia Iyer, Chief Financial Officer, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

<b>SI No.</b>	<b>Description</b>	<b>Details of proposed RPTs between the Company and Mr. Ramasubramonia Iyer, Chief Financial Officer</b>
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Mr. Ramasubramonia Iyer, Chief Financial Officer
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Payment of salary to Mr. Ramasubramonia Iyer, Chief Financial Officer on an aggregate not exceeding 15 lakhs for the Financial years 2023-24 to 2025-26
c.	Tenure of the proposed transaction	3 years

d.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Percentage of the Company's annual consolidated turnover, represented by the value of the proposed RPTs is not applicable as the Company has discontinued its operation
2.	Justification for the proposed RPTs.	<p>Since the Company has not been carrying any manufacturing operations since last few years, its day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. Out of the Unsecured Loans brought in by Mr. Varghese Kurian Salary is paid to Mr. Ramasubramonia Iyer, Chief Financial Officer. As per the Regulation 23 SEBI (LODR) Regulation 2015 this transaction is reckoned as Material related party transaction as it exceeds the total turnover of the Company</p> <p>A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower, and it requires approval from shareholders</p> <p>As the Company has discontinued its operation, which led to no turnover, and payment of salary to CFO is considered as material related party transaction and requires shareholders approval</p>

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**Item no. 6**

Since the Company has not been carrying any manufacturing operations since last few years, its day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. From the unsecured loan brought in by Managing Director sitting fees is paid to the Independent Directors for attending Board Meetings. This transaction is reckoned as related party transaction as per SEBI (LODR) Regulation 2015, The Companies Act 2013 and Accounting Standards AS -18. As there is no turnover, sitting fees is paid to the Independent Directors is more than the turnover. Hence, this transaction is also considered as Material Related Party Transaction as per the Regulation 23 SEBI (LODR) Regulation 2015 and requires shareholders' approval.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not. In view of the afore mentioned regulatory changes the Resolutions No. 6 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs.

Details of the proposed RPTs between the Company and Independent Directors for the payment of sitting fees, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SI No.	Description	Details of proposed RPTs between the Company and Mr. Ramasubramonia Iyer, Chief Financial Officer
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Independent Directors as on 31 March 2023 1. Mr. Parameswaran Radhakrishnan Nair 2. Puthuparambil Parameswaran Pillai Vijayakumar 3. Prem Kumar Sankara Panicker 4. Biju Thundil Madhavan
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Payment of sitting fees paid to Independent Directors on an aggregate not exceeding 5 lakhs for the Financial years 2023-24 to 2025-26
c.	Tenure of the proposed transaction	3 years
d.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Percentage of the Company's annual consolidated turnover, represented by the value of the proposed RPTs is not applicable as



		the Company has discontinued its operation
2.	Justification for the proposed RPTs.	<p>Since the Company has not been carrying any manufacturing operations since last few years, its day-to-day expenses are met with the funds infused by Mr. Varghese Kurian, Managing Director as unsecured loans. Out of the Unsecured Loans brought in by Mr. Varghese Kurian, salary is paid to Mr. Ramasubramonia Iyer, Chief Financial Officer. As per the Regulation 23 SEBI (LODR) Regulation 2015 this transaction is reckoned as Material related party transaction as it exceeds the total turnover of the Company</p> <p>A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower, and it requires approval from shareholders</p> <p>As the Company has discontinued its operation, which led to no turnover, and payment of salary to Mr. Ramasubramonia Iyer, Chief Financial Officer is considered as material related party transaction and requires shareholders approval</p>

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ANNEXURES TO NOTICE****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Lizhyamma Kurian
Director Identification Number	01114716
Date of Birth (Age)	30 <sup>th</sup> May 1966, 57 years
Date of original appointment on the Board	1 <sup>st</sup> September, 2017
Educational Qualification & Experience (including expertise in specific functional areas) / Brief Resume	Mrs. Lizhyamma Kurian is a pre-degree qualified and possess more than 15plus years' experience in the corporate arena. She has efficiently handled a wide range of time-sensitive ad hoc tasks and deliverables as deemed necessary by the Board of Directors.
Directorships held in other companies (excluding foreign companies)	JVS Gravels India Private Limited JVK Natural Stones Private Limited Acquaro Mining India Private Limited VKL Realtors India Private Limited JVLS Infrastructure Private Limited SVJ Mining India Private Limited Kayaltheeram Builders and Realtors India Private Limited Vizhinjam Properties India Private Limited K V Power Solutions Private Limited VK Mining and Logistics Private Limited K V Apartments Private Limited K V Resorts Private Limited Brahmapuram Properties Private Limited Changanacherry Properties Private Limited Chittar Constructions and Properties Private Limited Puthenpurakal Properties Private Limited Sealand Builders Private Limited Lakshmi Paper Industries Private Limited VKL Trading Import and Export Private Limited
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	NIL
Remuneration to be paid	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife to Mr. Varghese Kurian and father to Mr. Jeeben Varghese Kurian.
No. of shares held in the Company either by self or as	167980

a beneficial owner	
Terms and Conditions of appointment / re-appointment	As per the Ordinary Resolution set forth at Item No. 2 of this Notice.
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	NIL

**By Order of The Board of Directors  
For TECIL Chemicals and Hydro Power Limited  
Sd/-  
Muhammed Rishad Mustafa  
Company Secretary & Compliance Officer**

**Place: Kochi**

**Date: 31<sup>st</sup> August 2023**

**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 eighth Annual Report together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023. The Management Discussion and Analysis has also been incorporated into this report.

**1.HIGHLIGHTS OF FINANCIAL PERFORMANCE**

As per the requirements of Section 134 of the Companies Act, 2013 read with Rule 8(5)(i) of Companies (Accounts) Rules, 2014, your Company's financial performance during the year 2022-23, as compared to that of the previous year 2021-22, is summarized below: -

(in lakhs)

Particulars	Standalone	
	31/03/2023	31/03/2022
Revenue from operations	-	-
- Other Income	-	-
Total Revenue	-	-
Profit/Loss before Tax and Depreciation	(139.81)	(38.27)
Less: Interest	-	-
Less: Depreciation	2.65	2.85
Exceptional Income	-	-
Profit/Loss after Depreciation but before Tax	(139.81)	(38.27)
Less: Tax Expenses	-	-
Profit/Loss after Tax	(139.81)	(38.27)
Total Comprehensive Income	-	-
Earnings Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	(0.74)	(0.20)

**2.REVIEW OF OPERATIONS / STATE OF AFFAIRS 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 23rd February, 2018 to include new objects in the line of tourism and hospitality industry. Pursuant to the application of revocation, both Stock Exchanges ie, BSE Limited and National Stock Exchange of India Limited has revoked the suspension from trading of security of the Company w.e.f. March 29, 2023. The commencements 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.LISTING**

The Equity Shares of the Company continue to remain listed on BSE Limited and the National Stock Exchange of India Limited. Both Stock Exchanges has revoked the suspension from trading of security of the Company w.e.f. March 29, 2023

**5. SHARE CAPITAL**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2023 was Rs. 189637000. 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. CREDIT RATING**

The Company has not been carrying any manufacturing operations since last few years.

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

There are no subsidiaries, associates and joint venture companies.

**10.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.

**11.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.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 Mr. Suresh, Chartered Accountant, Kochi as Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of the Companies Act, 2013, In order to ensure orderly and efficient conduct of the business, safeguard the assets, ensure the accuracy and completeness of the accounting records and timely preparation of reliable financial information and financial statements, the Company has put in place adequate Internal Financial Controls procedures. Adequacy and effectiveness of the Internal Financial Controls of the Company are validated on annual basis by

the Audit Committee based on the report submitted by the Statutory Auditors.

## 12.MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT.

- Pursuant to the application of revocation, both Stock Exchanges ie, BSE Limited and National Stock Exchange of India Limited has revoked the suspension from trading of security of the Company w.e.f. March 29, 2023.
- Company has received an intimation (No. B8-415,416, 417, 418, 419, 420, 421/2023 dated 31.07.2023) from Special Tahsildar, Land Acquisition (General) Office, Kottayam District, Kerala, Informing that Rs. 27,15,890/- (Twenty-seven lakhs fifteen thousand eight hundred and ninety) has been deposited in the CCD Account of Sub-Court, Kottayam, District, on July 22, 2023 towards the compensation for acquisition of Company's 25.48 Cents of land by the State Government in 2012 for the expansion of MC Road, Kottayam District. Company shall do the needful to release the compensation from the Sub-Court, Kottayam.
- Company has cleared all the PF dues and Employees Provident Fund Organization office has Issued a Certificate for liability settlement informing that as per the Employees Provident Fund Organization there is no Provident Fund pending for recovery against Revenue Recovery Certificate issued by their office in respect of TECIL Chemicals and Hydro Power Limited bearing PF code no. KR/KTM/2334
- 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. The Company has remitted total demand including Interest amounting to Rs. 14,19,758/- by way of Demand Draft on 20.07.2022.

## 13.DIRECTORS AND KEY MANAGERIAL PERSONNEL

Re-appointment of Mrs.Lizhyamma Kurian as Executive Director was made subject to approval of shareholders at the ensuing 78<sup>th</sup> AGM as her tenure has completed. Mr.Toby Antony has completed his 2 consecutive tenure of 5 years as Independent Director on November 9, 2022, hence not re-appointed. Mr. Prem Shankar Panicker was appointed as addition Independent Director subject to the approval of shareholders and Mr. Parameswaran Radhakrishnan Nair, Mr. Puthuparambil Parameswaran Pillai Vijayakumar and Mr. Biju Thundil Madhavan was re-appointed as Independent Directors for another 5 consecutive years subject to the approval of shareholders. Mr. Muhammed Rishad Mustafa appointed as the Company Secretary and Compliance Officer of the company. Directors of the Company as on 31<sup>st</sup> march 2023 mentioned below;

SI No.	Name of Director	DIN no.	Catagory
1	Varghese Kurian	01114947	Managing Director
2	Lizhyamma Kurian	01114716	Executive Director
3	Shaji Kalladayil Mathew	01866682	Executive Director
4	Jeeben Varghese Kurian	06750117	Executive Director
5	Biju Thundil Madhavan	03621324	Independent Director
6	Puthuparambil Parameswaran Pillai Vijayakumar	06907566	Independent Director
7	Prameswaran Radhakrishnan Nair	06907573	Independent Director
8	Prem Kumar Sankara Panicker	03232333	Independent Director

**14. UPDATION OF EMAIL IDS FOR RECEIVING NOTICES / DOCUMENTS IN ELECTRONIC MODE**

Shareholders who have not registered their email addresses with the Company are requested to register their email addresses with the Company to enable the Company to deliver notices / documents through e-mail.

Shareholders holding their shares in demat mode also have an option to register / update their email addresses,

KYC and Bank details with their depository, through their depository participant.

**15. 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 2022-2023 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.

**16. 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 11<sup>th</sup> November 2022 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.

**17. 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.

**18. INDUCTION PROGRAMME FOR NEW DIRECTORS AND ONGOING FAMILIARIZATION PROGRAMME FOR INDEPENDENT AND NON-INDEPENDENT DIRECTORS**

An appropriate induction program 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. The details of such familiarization programmes are provided on the website of the Company and can be accessed at [www.tecilchemicals.com](http://www.tecilchemicals.com)

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.

**19. DIRECTORS APPOINTMENT AND 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, 2023, the Board has eight members, four 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 [www.tecilchemicals.com](http://www.tecilchemicals.com).

**20. CHANGE IN THE NATURE OF BUSINESS**

The Company has not been carrying any manufacturing operations since last few years.

**21. COMMITTEES OF THE BOARD**

As on March 31, 2023, 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.

**22. MEETINGS**

A Calendar of Meetings is prepared and circulated in advance to the Directors. There were five (5) Board Meetings, eleven (11) Stakeholders Relationship Committee Meetings and six (6) Audit Committee Meetings



and six (6) 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

<b>Board Meetings Held During the Year</b>			
<b>Sr no.</b>	<b>Dates on which the Committee Meeting was held</b>	<b>Total Strength of the Board</b>	<b>No. of Directors Present</b>
1	30.05.2022	8	6
2	04.08.2022	8	5
3	30.08.2022	9	7
4	11.11.2022	8	6
5	08.02.2023	8	6

<b>Nomination and Remuneration Committee Meetings Held During the Year</b>			
<b>Sr no.</b>	<b>Dates on which the Committee Meeting was held</b>	<b>Total Strength of the Committee</b>	<b>No. of Members Present</b>
1	26.05.2022	3	3
2	04.08.2022	3	3
3	18.08.2022	3	3
4	30.08.2022	3	3
5	11.11.2022	3	3
6	08.02.2023	3	3

<b>Audit Committee Meetings Held During the Year</b>			
<b>Sr no.</b>	<b>Dates on which the Committee Meeting was held</b>	<b>Total Strength of the Committee</b>	<b>No. of Members Present</b>
1	26.05.2022	3	3
2	04.08.2022	3	3
3	18.08.2022	3	3
4	30.08.2022	3	3
5	11.11.2022	3	3
6	08.02.2023	3	3

<b>Stakeholders Relationship Committee Meetings Held During the Year</b>			
<b>Sr no.</b>	<b>Dates on which the Committee Meeting was held</b>	<b>Total Strength of the Committee</b>	<b>No. of Members Present</b>
1	26.05.2022	3	3
2	04.08.2022	3	3
3	18.08.2022	3	3
4	30.08.2022	3	3
5	14.09.2022	3	3
6	11.10.2022	3	3
7	11.11.2022	3	3
8	12.01.2023	3	3
9	25.02.2023	3	3
10	15.02.2023	3	3
11	30.03.2023	3	3

**Separate Independent Directors Meeting:**

A separate meeting of the Independent Directors without the presence of Non- Independent Directors and members of management had taken place on 11th November 2022 at the corporate Office of the Company located at Kochi in which the Independent Directors had appreciated the performance of the Executive Directors and the Board as a whole. They also concluded that the Board as a collective body is also performing satisfactorily and the flow of information between the Company's Management and the Board in terms of quality, quantity and timeliness is satisfactory.

**23. 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.

**24. 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.

**25. EXTRACT OF ANNUAL RETURN**

Annual Return Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is placed on the website of the Company and can be accessed at the company's website in <http://www.tecilchemicals.com/cms/3/Investor-Relation>.

**26. STATUTORY AUDITOR**

M/s. S R Pai & Co., Chartered Accountants, (FRN: 010793S) Ernakulam were re-appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on 30th September, 2022 to hold office until the conclusion of the 82<sup>nd</sup> AGM relating for another term of 5 years.

**27. INDEPENDENT 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.

**28. 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, Practising Company Secretary, Trivandrum to undertake the Secretarial Audit of the Company. The Secretarial Audit Report and Secretarial compliance report on the Secretarial and Legal compliances of the Company for the FY 2022-23 is enclosed as "**Annexure-C**" and forms part of Director's Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

**29. ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the Financial Year 2022-23 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by CS. Harikrishnan RNair, Practicing Company Secretary, Trivandrum has been submitted to the Stock Exchanges and is annexed to this Board's Report.

**30. 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 Mr. MK Suresh Chartered Account, Kochi has been appointed as the Internal Auditor for the Financial Year 2023-24 as M/s. Venkit & Hari, Chartered Accountants, Kochi has completed their tenure.

**31. MAINTENANCE OF COST RECORDS**

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

**32. 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 thereunder –

1. Mr. Varghese Kurian- Managing Director,
2. Jeeben Varghese Kurian – Chief Executive Officer
3. Mr. Muhammed Rishad Mustafa– Company Secretary and Compliance Officer
4. Mr. Ramasubramonia Iyer – Chief Financial Officer

There is No change in KMP's of the Company during the year.

**33. NON-DISQUALIFICATION OF DIRECTORS:**

None of the Directors of the Company is disqualified under the provisions of the Companies Act, 2013 or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has obtained a Certificate from Mr. Hazeem HS Company Secretary in Practice, Trivandrum (C.P. No.:17719) pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided as Annexure to the Boards Report, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

**34. DEPOSITORY SYSTEM**

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

The ISIN Number of your Company for both NSDL and CDSL is INE014B01011

**35.EVALUATION OF THE BOARD'S PERFORMANCE**

The performance evaluation of the Board / Committees/ Executive Directors were carried out by the Nomination & Remuneration Committee meeting and were overall satisfied with the evaluation results, which reflected the overall engagement and performance of the Board / Committees/ Executive Directors of the Company.

The Board of Directors in the meeting has also evaluated the individual performance of the Independent Directors of the Company based on the specified criteria pursuant to Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and were satisfied with their performance.

Disclosure of Expertise / Skills / Competencies of the Board of Directors:

The list of core skills / expertise / competencies identified by the Board of Directors of the Company as required in the context of its business and sector(s) for it to function effectively and those actually available with the Board, form part of the Corporate Governance Report

**36.RELATED PARTY TRANSACTIONS**

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and Dealing with Related Party Transactions Required approvals are taken for Related Party Transactions. The Policy on Related Party Transaction approved by the Board has been hosted on the Company's Website, [www.tecilchemicals.com](http://www.tecilchemicals.com). Transactions entered are given in Form AOC-2 as Annexure to the Boards Report. All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis.

**37.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.

**38.REGISTAR AND SHARE TRANSFER AGENT 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 9th April, 2018. Accordingly Cameo Corporate Services Limited is the Registrar and Share Transfer Agents of the Company.

**39.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.

**40.CORPORATE GOVERNANCE**

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st 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.

#### **41.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.

#### **42.RISK MANAGEMENT**

The Management of the Company will take adequate steps in identifying, assessing, controlling and mitigating the risks associated with different areas of its business operations

#### **43.CODE FOR PREVENTION OF INSIDER TRADING**

Your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at [www.tecilchemicals.com](http://www.tecilchemicals.com). Board has authorized Mr. Muhammed Rishad Mustafa, Company Secretary of the Company to act as the Compliance Officer for setting forth the procedures and implementation of the aforesaid codes.

#### **44.LEGAL AND REGULATORY**

We are subject to various laws and regulations, corporate governance, listing and disclosure, employment, and taxes. Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations

#### **45.PREVENTION OF SEXUAL HARASSMENT**

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. Since, the Company has less than Ten Employees constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable. Further, during the year the Company has not received any case related to sexual harassment.

#### **46.MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, forms part of the Annual Report in and annexed to the Boards Report.

#### **47.MARKET CAPITALIZATION [RANKING]**

Both Stock Exchanges ie, BSE Limited and National Stock Exchange of India Limited has revoked the suspension from trading of security of the Company w.e.f. March 29, 2023.

**48. UPDATION OF EMAIL IDS FOR RECEIVING NOTICES /DOCUMENTS IN ELECTRONIC MODE**

Shareholders who have not registered their email addresses with the Company are requested to register their email addresses with the Company to enable the Company to deliver notices /documents through e-mail. Shareholders holding their shares in demat mode also have an option to register / update their email addresses, KYC and Bank details with their depository, through their depository participant.

**49. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

(a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as under

Names of the employees	Designation	Total Remuneration in FY 2022-23 (Rs.)
Mr. Muhammed Rishad Mustafa	Company Secretary	677167
Mr. Ramasubramonia Iyer	Chief Financial Officer	254715

*Note - The remuneration paid to Key Managerial Personnel of the Company during the year 2022-23 was in conformity with the Nomination and Remuneration Policy of the Company and within the limits approved by the shareholders.*

*No Executive Directors are drawing any remuneration.*

**50. HUMAN RESOURCES**

The Company continues to maintain cordial relations with its employees.

**51. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT**

- Pursuant to the application of revocation, both Stock Exchanges ie, BSE Limited and National Stock Exchange of India Limited has revoked the suspension from trading of security of the Company w.e.f. March 29, 2023.
- Company has received an intimation (No. B8-415,416, 417, 418, 419, 420, 421/2023 dated 31.07.2023) from Special Tahsildar, Land Acquisition (General) Office, Kottayam District, Kerala, Informing that Rs. 27,15,890/- (Twenty-seven lakhs fifteen thousand eight hundred and ninety) has been deposited in the CCD Account of Sub-Court, Kottayam, District, on July 22, 2023 towards the compensation for acquisition of Company's 25.48 Cents of land by the State Government in 2012 for the expansion of MC Road, Kottayam District. Company shall do the needful to release the compensation from the Sub-Court, Kottayam.
- Company has cleared all the PF dues consequently Employees Provident Fund Organization office has Issued a Certificate for liability settlement informing that as per the Employees Provident Fund Organization there is no Provident Fund pending for recovery against Revenue Recovery Certificate issued by their office in respect of TECIL Chemicals and Hydro Power Limited bearing PF code no. KR/KTM/2334
- 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. The Company has remitted total demand including Interest amounting to Rs. 14,19,758/- by way of Demand Draft on 20.07.2022.

**52. EMPLOYEES' STOCK OPTION SCHEME**

The Company has not granted any Employee Stock Option within the meaning of section 62 (1) (b) of the Companies Act, 2013 read with its Rules framed thereunder and respective SEBI regulations.

**53. SECRETARIAL STANDARD**

The Company complies with all applicable secretarial standards.

**54. CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility is not applicable for the company

**55. POLICIES OF THE COMPANY**

The Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company's website at [www.tecilchemicals.com](http://www.tecilchemicals.com). The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirement.

**56. VIGIL MECHANISM**

The Company has adopted a Vigil Mechanism to report concern about unethical behavior, actual or suspected fraud or violation of Company's code of conduct by the Directors and employees. The policy provides for direct access to the Chairperson of the Audit Committee and safeguarding the employees and Directors who raises grievances against victimization. The details of establishment of such mechanism have been disclosed in the corporate governance report for the year under review. The vigil mechanism is disclosed in the website of the company viz., [www.tecilchemicals.com](http://www.tecilchemicals.com)

**57. GENERAL DISCLOSURE**

Your Directors states that no disclosure or reporting is required in respect of the following matters under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, either on account of the absence of any transaction or the inapplicability of the provisions:

- a) Your Company has not issued any shares with differential rights and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- b) Your Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- c) Your Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- d) There are no instances where the Board has not accepted the recommendation of the Audit Committee/ Nomination and Remuneration Committee.
- e) There are no instances of one-time settlement with any Bank or Financial Institution.
- f) There are no instances of application or proceedings under the Insolvency and Bankruptcy Code, 2016

**58. 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.

**59.DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016**

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code 2016

**60.DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of Loans taken from banks and Financial Institutions

**61.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 DIRECTOR  
For TECIL Chemicals and Hydro Power Limited**

Place: Kochi

Date: 31<sup>st</sup> August 2023

Sd/-

Varghese Kurian

Chairman and Managing Director

(DIN: 01114947)

Sd/-

Shaji K Mathew

Director

(DIN: 01866682)



## ANNEXURE A

## 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.

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

**FORM NO. AOC -2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions not at Arm's length basis entered into during the year ended 31st March, 2023.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

2. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details	Details	Details
a)	Name (s) of the related party & nature of relationship	Mr. Varghese Kurian, Managing Director	Mr. Muhammed Rishad Mustafa. Company Secretary	Mr. Ramasubramonia lyer Chief Financial Officer
b)	Nature of contracts/arrangements/transaction	Unsecured Loan to the Company	Remuneration payable to related party	Remuneration payable to related party
c)	Duration of the contracts/arrangements/transaction	2022-23	2022-23	2022-23
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Aggregate value not exceeding 25crores for the FY2022-23	Aggregate value not exceeding 20 lakhs for the FY2022-23	Aggregate value not exceeding 20 lakhs for the FY2022-23
e)	Justification for entering into such contracts or arrangements or transactions'	Company hasn't started it operation, day to day expenses are met by the loans provided by the MD. This transaction is reckoned as Material Related Party transaction as per SEBI (LODR) Regulation 2015	Company hasn't started it operation, day to day expenses are met by the loans provided by the MD. Payment of Salary to CS is reckoned as Material Related Party transaction as per SEBI (LODR) Regulation 2015	Company hasn't started it operation, day to day expenses are met by the loans provided by the MD. Payment of Salary to CFO is reckoned as Material Related Party transaction as per SEBI (LODR) Regulation 2015
f)	Date of approval by the Board	30 <sup>th</sup> August 2022	30 <sup>th</sup> August 2022	30 <sup>th</sup> August 2022
g)	Amount paid as advances, if any	NIL	NIL	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	30 <sup>th</sup> September 2022	30 <sup>th</sup> September 2022	30 <sup>th</sup> September 2022

**For TECIL Chemicals and Hydro Power Limited**

**Sd/-**

**Varghese Kurian**

**Chairperson & Managing Director**

**(DIN:01114947)**

**Sd/-**

**Shaji K Mathew**

**Director**

**(DIN:01866682)**

**Place:Kochi**

**Date:31<sup>st</sup> August 2023**

**Annexure to the Board's Report****MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2023.

**OPERATING AND FINANCIAL PERFORMANCE:**

Operating & Financial performance has been given in details in Directors Reports.

**INDUSTRY STRUCTURE, DEVELOPMENT:**

Kerala has good opportunity in the hotel and hospitality sector.

**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.

**SEGMENT-WISE PERFORMANCE & PRODUCT-WISE PERFORMANCE:**

Company has not started it

**BUSINESS OUTLOOK:**

Our Company has altered the object clause of the Company in the Extra-ordinary General meeting held on 23rd February, 2018 to include new objects in the line of tourism and hospitality industry. The commencements of new activities are pending for approval from the Department of Revenue, Government of Kerala.

**RISKS AND CONCERNS:**

The commencements of new activities are pending for approval from the Department of Revenue, Government of Kerala.

**INTERNAL CONTROL SYSTEM 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 has 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 Mr. MK Suresh, Chartered Accountant, 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.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE:**

The Company will see envisage its growth in future because of continuous hard core efforts put by your Company's management to start the operations.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards performance during the year under review.

**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.

**KEY FINANCIAL RATIOS**

Particulars	FY2023	FY2022	%Change
Return on Capital employed	0.31	0.10	21.40
Return on Equity Ratio	8.03	2.39	5.64
Current ratio	0.20	0.25	-4.82
Debt equity ratio	(0.74)	(0.75)	0.99
Return on investment	31.01	9.60	21.40

**MOVING AHEAD**

Your Company is confident to continue to outperform the current achievements and provide sustainable growth to all the stakeholders in the future.

**BY ORDER OF THE BOARD OF DIRECTOR  
For Tecil Chemicals and Hydro Power Limited**

Place: Kochi

Date: 31<sup>st</sup> August 2023

Sd/-

Varghese Kurian

Chairman and Managing Director

(DIN: 01114947)

Sd/-

Shaji K Mathew

Director

(DIN: 01866682)

**Top 10 Shareholder (other than Promoters)**

Sl. No.	Name of Shareholders	No of Shares	
		31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
1	KANTA ASHOK CHOUDHARY	189810	189810
2	LAKHANI KAN HASSOMAL	100000	100000
3	NANDA NITIN DADIA	94450	94450
4	BEARBULL SECURITIES PVT LTD	92500	92500
5	EDDIE PHIROZ BHARUCHA	66000	66000
6	VISHANJI SAVLA	45000	45000
7	MUZEFFAR SAFDAR ALI CONTRACTOR	30000	30000
8	NEELAM KELA	21300	21300
9	ARUN KELA	20000	20000
10	RAM S GOYAL	20000	20000

**BY ORDER OF THE BOARD OF DIRECTOR  
For TECIL Chemicals and Hydro Power Limited**

Place: Kochi

Date: 31<sup>st</sup> August 2023

Sd/-

Varghese Kurian

Chairman and Managing Director

(DIN: 01114947)

Sd/-

Shaji K Mathew

Director

(DIN: 01866682)

**HARIKRISHNAN. R**  
**COMPANY SECRETARY**  
**CP- 3132**

**Vasudev, TC 2/296, Pillaveedu Nagar, Kesavadasapuram, Trivandrum-695004, Kerala**

**From No: MR- 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[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 CHEMICALS AND HYDRO POWER LIMITED**  
**CHINGAVANAM P.O. KOTTAYAM -686531, KERALA, INDIA.**

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 CHEMICALS 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, 2023 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 31<sup>st</sup> March, 2023 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 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 with.
- iii) During the financial year there was no change in the management of the company.
- iv) The promoters group have purchased NIL equity shares from the off market constituting 0 % of the shares of the company.
- v) 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	By off market purchase-Promoter	NIL	NIL	NIL
B	By off market purchase-Others	NIL	NIL	NIL
	Total	NIL	NIL	NIL

- vi) All the promoters are holding shares in Demat form

Sd/-

**Harikrishnan R**  
**Company Secretary**

**FCS No: 4915**

**CP No: 3132**

**(UDIN:F004915E000851794)**

**Place: Trivandrum**

**Date:23.08.2023**

*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**

**HARIKRISHNAN. R**  
**COMPANY SECRETARY**  
**CP- 3132**

**Vasudev, C-34, TC 2/296, Pillaveedu Nagar, Kesavadasapuram, Trivandrum-695004**

**To,**  
**The Members,**  
**M/S. TECIL CHEMICAL AND HYDRO POWER LIMITED**  
**CHINGAVANAM P.O. KOTTAYAM – 686531, KERALA, INDIA.**

Our Secretarial Audit Report for the financial year ended **31<sup>st</sup>March, 2023** 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.

**Sd/-**

**Harikrishnan R**  
**Company Secretary**

**FCS No. 4915**  
**CP No.3132**  
**(UDIN:F004915E000851794)**

**Date: 23.08.2023**  
**Place: Trivandrum**

**ANNEXURE – C**

**HARIKRISHNAN. R**  
**COMPANY SECRETARY**  
**CP- 3132**

**Vasudev, C-34, TC 2/296, Pillaveedu Nagar, Kesavadasapuram, Trivandrum-695004**

**SECRETARIAL COMPLIANCE REPORT OF M/s TECIL CHEMICALS AND HYDRO POWER LIMITED  
FOR THE YEAR ENDED 31-03-2023**

I have examined:

- (a) all the documents and records made available to us and explanation provided by CS. Muhammed Rishad Mustafa, the Company Secretary of M/s TECILS CHEMICALS AND HYDRO POWER LIMITED (CIN: L24299KL1945PLC001206),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended 31-03-2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, were not applicable during the review period
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, were not applicable during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, were not applicable during the review period
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, were not applicable during the review period
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013, , were not applicable during the review period
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examinations, I hereby report that, during the Review Period:

We have examined the compliance of the above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1	<p><b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	Nil
2	<p><b>Adoption and timely updation of the Policies</b> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	Nil
3	<p><b>Maintenance and disclosures on Website:</b> The Listed entity is maintaining a functional website  Timely dissemination of the documents/ information under a separate section on the website  Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</p>	Yes	Nil
4	<p><b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of companies act 2013</p>	Yes	Nil
5	<p><b>To examine details related to Subsidiaries of listed entities:</b></p>	NA	Nil

	(a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Nil
8	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	YES	Nil
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	NA	The Company has obtained the proper approval of Audit Committee for all Related Party transactions
9	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>	Yes	No Action taken against the listed entity/its promoters/directors/

	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		Subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12	<b>Additional Non-compliances, if any:</b> Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.

Further, based on the above examination, we hereby report, during the review period that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practising Company Secretary	Management Response	Remarks
NOT APPLICABLE										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practising Company Secretary	Management Response	Remarks
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NOT APPLICABLE DURING THE REVIEW PERIOD		
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(c ) The listed entity has Suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of Statutory Auditor of the Listed entity.

*(Note:*

- 1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.*
- 2. The list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.*

Nil

**Place: Trivandrum**

**Date: 23.05.2023**

**Sd/-**

**Harikrishnan.R**

**FCS No.: 4915**

**C P No.: 3132**

**(UDIN: F004915E000358356)**

**CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2023****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****A. Size and composition of the Board**

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

The Company's Board comprised of Eight Directors: One of them is Chairman and Managing Director, three 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 31st March, 2021 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 31st March, 2023, five (5) Meetings of the Board of Directors were held as on 20.05.2021, 28.06.2021, 05.08.2021, 31.08.2021, 11.11.2021 and 09.02.2022

**iv. Composition, Category, their Directorship and Committee Membership in other Companies**

Name of Director	Category	No. of Board Meetings attended during 2022-23	Whether attended last AGM	No. of Directorship in other Limited Companies	No. of membership of Committees in other Companies	No. of Chairmanship of Committees other in Companies
Mr. Varghese Kurian (DIN: 01114947)	Chairman and MD	5	No	2	Nil	Nil
Mrs. Lizhyamma Kurian (DIN:01114716)	Executive Director	1	No	Nil	Nil	Nil
Mr. Shaji K Mathew (DIN:01866682)	Executive Director	6	Yes	NIL	Nil	Nil
Mr. Jeeben Varghese Kurian (DIN:06750117)	CEO, Executive Director	2	No	Nil	Nil	Nil

Mr.Parameswaran Radhakrishnan Nair (DIN:06907573)	Independent Director	4	Yes	Nil	Nil	Nil
*Mr.Toby Antony (DIN: 06982568)	Independent Director	2	Yes	1	3	Nil
Mr.Puthuparambil Parameswaran Pillai Vijayakumar (DIN:06907566)	Independent Director	4	Yes	Nil	Nil	Nil
Mr. Prem Sankara Panicker (DIN:03232333)	Independent Director	3	No	Nil	Nil	Nil
Mr. Madhavan Thundil Biju (DIN: 03621324)	Independent Director	5	Yes	Nil	Nil	Nil

**\*Note:** Mr.Toby Antony has completed his 2 consecutive tenure of 5 years as Independent Director on November 9, 2022, hence not re-appointed

B Core competencies of the Board of Directors as per Part C of Schedule V - Corporate Governance Report requirements of the SEBI (LODR) Regulations, 2015

The Board of Directors is structured with a judicious mix of various skills & competencies in order to assist the management and provide them advice in the business operations. The list of core skills/competencies identified by the Board of Directors are as follows:

- a) Expertise in legal, finance & accountancy,
- b) Technical consultancy,
- c) Business operations,
- d) Human resources (stakeholder engagement),
- e) Risk management,
- f) Knowledge of the industry,
- g) Leadership,
- h) Board service & governance.

All the above-mentioned skill sets are available with the current Board of Directors for guiding the management in the efficient functioning of the Company. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, in the absence of a mark against a member's name does not necessarily mean that the member does not possess the corresponding qualification or skill.



Director	Area of Expertise/Skills/Competence								
	Legal/ Finance/ Accountancy	Technical	Business Operations	Stakeholder Engagement	Sales & Delivery	Risk Management	Knowledge of the Industry	Leadership	Board Service & Governance
Mr. Varghese Kurian	✓		✓	✓	✓	✓	✓	✓	✓
Mrs. Lizhyamma Kurian	✓		✓	✓		✓	✓	✓	✓
Mr. Shaji Kalladayil Mathew	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Biju Thundil Madhavan	✓			✓					✓
Mr. Jeeben Varghese Kurian	✓		✓	✓		✓		✓	✓
Mr. Parameswaran Radhakrishnan Nair	✓		✓	✓			✓	✓	✓
Mr. Puthuparambil Parameswaran Pillai Vijayakumar	✓		✓	✓	✓	✓	✓	✓	✓
Mr. premkumar		✓	✓	✓	✓		✓	✓	✓

### Directors Composition & Shareholding details as on 31<sup>st</sup> march 2023

SI no.	Name	Designation	No of shares holding
1	Varghese Kurian	Managing Director & Chairman	8815092
2	Lizhyamma Kurian	Executive Director	167980
3	Jeeben Varghese Kurian	Executive Director & CEO	64510
4	Shaji Mathew Kalladayil	Executive Director	201400
5	Parameswaran Radhakrishnan Nair	Independent Director	100
6	Vijayakumar PP	Independent Director	50
7	Biju Thundil Madhavan	Independent Director	45
8	Prem Kumar Sankara Panicker	Independent Director	NIL

#### DETAILS OF REMUNERATION TO DIRECTORS:

a) Details of pecuniary relationship or transaction of Non-Executive Directors with the Company: No pecuniary relationship or transaction of Non-Executive Directors with the Company except payment of sitting fees to the Director for attending Board Meetings and various Committees of the Board, No executive Directors are paid sitting fees.

#### Sitting fees to the Independent Directors during the FY 2022-23

SI no.	Independent Directors	Sitting fees (in Rs.)
1	Parameswaran Radhakrishnan Nair	10000
2	Puthuparambil Parameswaran Pillai Vijayakumar	10000
3	Biju Thundil Madhavan	12500
4	*Toby Antony	7500
5	Prem Kumar Sankara Panicker	7500

\*Note Mr. Toby Antony has completed his 2 consecutive tenure of 5 years as Independent Director on November 9, 2022, hence not re-appointed. The aforesaid sitting fee paid to the Non-Executive Director for attending various meetings are within the limits specified in Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

No Commission was paid to Directors during the year 2022-23.

b) Criteria of making payments to Non-Executive Directors:

The Company has adopted policy for “Criteria for making payment to Non-Executive Director”, which describes the criteria of making payments to Non-Executive Directors. The Policy is available in the website of the Company at [www.tecilchemicals.com](http://www.tecilchemicals.com)

As the company has no turnover, no executive directors are drawing any salary.

### **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, 2022-23 under the review 6 Meetings of the Audit Committee were held on 26.05.2022, 04.08.2022, 18.08.2022, 30.08.2022, 11.11.2022 and 08.02.2023. The attendance of Members is as follows:

Name	Category	Meetings during 2022-2023	
		Held	Attended
Mr. Shaji K Mathew	Executive Director	6	6
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	6	6
Mr.Parameswaran Radhakrishnan Nair	Independent Director	6	6

iii. The 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 inter alia 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, nonreceipt 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 eleven (11) times during the 2022-23 on 26.05.2022, 04.08.2022, 18.08.2022, 30.08.2022, 14.09.2022, 11.10.2022, 11.11.2022, 12.01.2023, 25.02.2023, 15.02.2023 and 30.03.2023. The attendance of the Members is as follows:

Name	Category	Meetings during 2022-2023	
		Held	Attended
Mr. Shaji K Mathew	Executive Director	11	11
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	11	11
Mr.Parameswaran Radhakrishnan Nair	Independent Director	11	11

#### Details of Complaints:

- No. of Shareholders' Complaints received during the year : 1
- No. of Complaints resolved to the satisfaction of shareholders : 1
- 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 Committee comprises of three Members of which majority 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 the short term and long term objectives of the Company.

ii. Composition The Nomination and Remuneration Committee met for six times during the financial year 26.05.2022, 04.08.2022, 18.08.2022, 30.08.2022, 11.11.2022 and 08.02.2023. The attendance of Members is as follows:

Name	Category	Meetings during 2022-2023	
		Held	Attended
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	6	6
Mr.Madhavan Thundil Biju	Independent Director	6	6
Mr.Parameswaran Radhakrishnan Nair	Independent Director	6	6

iii. Details of Remuneration for the year ended March 31, 2023 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 2022-2023.

#### (d) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 11<sup>th</sup> November 2022 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 inter alia 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 thereunder – 1. Mr. Varghese Kurian-Managing Director, 2. Jeeben Varghese Kurian – Chief Executive Officer 3.Lizhyamma Kurian-Executive Director, 4. Shaji K Mathew-Executive Director, 5. Mr. Muhammed Rishad Mustafa– Company Secretary and Compliance Officer 6. Mr. Ramasubramonia Iyer – Chief Financial Officer

**5. GENERAL BODY MEETINGS (a) Location and time of the last five Annual General Meetings:**

Financial Year	Date	Time	Location
2017-2018	14/09/2018	04.00 p.m	The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531
2018-2019	20/09/2019	03.00 p.m	Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001
2019-2020	28/12/2020	03.00 p.m	The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531
2020-2021	30/09/2021	03.00 p.m	The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531
2021-2022	30/09/2022	03.00 p.m	Nivedya Banquet Hall, Near St. Johns Puthenpally, MC Road Chingavanam , Dist. Kottayam 686 531,

(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

**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,

(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 21st 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 Policies 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 or 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 29th 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.

(k) Fees to the Statutory Auditor SR Pai & CO, Chartered Accountants (Firm Registration No. 010793S) have been appointed as the Statutory Auditor of the Company. The details of total fees for all services obtained in the year under review, by the listed entity and its subsidiaries, on a consolidated basis, from the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

Particulars	Amount (in Rs.)
Fees for audit and related services	42980
Other fees	26570
Out of pocket expenses reimbursed	NIL
Total	69550

**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 30<sup>th</sup> September, 2023, Friday at 3:00 p.m. at The Palms Hotel, Chingavanam, Dist. Kottayam — 686531

(b) Financial Year: The Financial Year is from 01st April to 31st March.

(c) Book Closure period: 24.09.2023 to 30.09.2023 (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 Department of Corporate Services, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

(f) SUBSIDIARY COMPANIES There are No Subsidiary Companies of TECIL CHEMICALS AND HYDRO POWER LIMITED

(g) STOCK MARKET DATA: Company successfully got the revocation of suspension in trading of shares in 29<sup>th</sup> March 2023.

(h) Stock Code: 506680, NSE SYMBOL: TECILCHEM



(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](mailto: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 200 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 31.03.2023

i. Distribution of Shareholding as on 31st March, 2022:

**DISTRIBUTION OF HOLDINGS - RECORD DATE : 31-Mar-2023**

Category (Amount)	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	92.4584	4612998	46129980	24.3254
5001 - 10000	4.7056	873905	8739050	4.6083
10001 - 20000	1.8022	612720	6127200	3.231
20001 - 30000	0.3865	219170	2191700	1.1557
30001 - 40000	0.1393	108870	1088700	0.574
40001 - 50000	0.1348	141600	1416000	0.7466
50001 - 100000	0.1887	325110	3251100	1.7143
100001 - And Above	0.1842	12069327	120693270	63.6443
<b>Total :</b>	<b>100</b>	<b>18963700</b>	<b>189637000</b>	<b>100</b>

ii. Shareholding pattern as at 31st March, 2023:

	No. of Shares held	% to Total Shares
Promoter Group	9047582	47.71
Mutual Funds	11930	0.06
Banks & FIs	1043640	5.51
Insurance Companies	119760	0.63
Central / State Governments	436270	2.30
Corporate Bodies	358165	2
Public and Others	7912613	41.73
NRIs / Foreign Nationals/Companies	33740	0.18
<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 2022-2023 to BSE Ltd. and National Stock Exchange of India Limited.

(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- 4850063,4850061,4850062

You can also post your query to our Email Address i.e. [tecilchingavanam@gmail.com](mailto: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 31st March, 2023.

**BY ORDER OF THE BOARD OF DIRECTOR  
For Tecil Chemicals and Hydro Power Limited**

**Place: Kochi  
Date: 31<sup>st</sup> August 2023**

**Sd/-  
Varghese Kurian  
Chairman and Managing Director  
(DIN: 01114947)**

**Sd/-  
Shaji K Mathew  
Director  
(DIN: 01866682)**

**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, 2023 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 violative 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.

Sd/-

Sd/-

**JEEBEN VARGHESE KURIAN    RAMASUBRAMONIA IYER**

**CEO**

**CFO**

**Place: Kochi**

**Date: 31<sup>st</sup> August 2023**

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

**TO THE SHAREHOLDERS OF TECIL CHEMICAL AND HYDRO POWER LIMITED**

I, Mohammed Hazeem. H S, Company Secretary in Practice, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the "Listing Regulations").

**MANAGEMENT'S RESPONSIBILITY**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**AUDITORS' RESPONSIBILITY**

Pursuant to the requirements of the Listing Regulations, my responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

**OPINION**

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31st March 2022.

I 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 Reporting of internal auditor directly to the Audit Committee

**Place:Trivandrum**

**Date:19.07.2023**

**UDIN: F011700E000641901**

**Sd/-**

**Mohammed Hazeem. H S**

**Company Secretary**

**CP:17719**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
***(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

To,

**THE MEMBERS OF  
TECIL CHEMICALS AND HYDRO POWER LIMITED  
CHINGAVANAM P.O. KOTTAYAM  
DISTRICT, KERALA 686531 INDIA**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TECIL CHEMICALS AND HYDRO POWER LIMITED having CIN L24299KL1945PLC001206 and having registered office at Chingavanam P.O. Kottayam District, Kerala 686531 IN (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl No.	Name of Director	DIN no.	Date of appointment in Company
1	Varghese Kurian	01114947	01/09/2017
2	Lizhyamma Kurian	01114716	01/09/2017
3	Shaji Kalladayil Mathew	01866682	01/09/2017
4	Jeeben Varghese Kurian	06750117	14/09/2018
5	Biju Thundil Madhavan	03621324	23/10/2017
6	Puthuparambil Parameswaran Pillai Vijayakumar	06907566	01/09/2017
7	Prameswaran Radhakrishnan Nair	06907573	01/09/2017
8	Prem Kumar Sankara Panicker	03232333	30/08/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Trivandrum**  
**Date: 19.07.2023**  
**UDIN: F011700E000641626**

**Sd/-**  
**Mohammed Hazeem. H S**  
**Company Secretary**  
**CP: 17719**

**AUDITORS 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,

THE BOARD OF DIRECTORS OF TECIL CHEMICALS AND HYDRO POWER LIMITED

We have audited the quarterly financial results of TECIL CHEMICALS AND HYDRO POWER LIMITED for the quarter ended 31st March, 2023 and the year to date results for the period 1st April 2022 to 31st March 2023, 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 quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim 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 interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) for Interim Financial Reporting, 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 quarterly financial results as well as the year to date 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 quarter ended 31st March 2023 as well as the year to date results for the period from 1st April 2022 to 31st March 2023.

**For S R PAI & CO**  
**Chartered Accountants**  
**(FRN: 0010793S)**  
**UDIN: 23214230BGWQFC9039**

**CA. S Rajeeva Pai**  
**Partner**  
**MRN: 214230**

**Place: Cochin**  
**Date: 27/05/2023**

**INDEPENDENT AUDITOR'S REPORT**

To

**The Members of TECIL CHEMICAL & HYDRO POWER LIMITED**

**Report on the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **TECIL CHEMICALS & HYDRO POWER LIMITED**, which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss, the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its Loss, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

**Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The board of directors are also responsible for overseeing the Company's financial reporting process.



**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other legal and regulatory requirements**

1. As Required by the Companies (Auditors Report) Order 2020 ('the order') issued by the Central government of India in terms of sub-section (11) of section 143 of the companies Act, 2013, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (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 B**'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 16 to the financial statements;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. The company is not required to transfer amounts, to the Investor Education and Protection Fund.

(i) Non- Compliance of the SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015- as per Regulation 17(1)(b), the chairman being an executive director, at least half of the board of Directors should be comprised of Independent Directors. Currently, the Company have required number of Independent Directors on its board. Accordingly, there is consequent compliance of Regulations 18,19 and 20 of the SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015

(j) As per the Regulation 17 (1) (a) of the SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015, Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the Board of Directors shall comprise of non-executive directors. Currently, the Company have a woman director on its Board.

**For S R Pai & Co., Chartered Accountants**

**Firm Registration No: 0010793S**

**Sd/-**

**CA S Rajeeva Pai**

**Partner**

**Membership No. 214230**

**UDIN: 23214230BGWQFD4115**

**Place: Cochin**

**Date: 27/05/2023**

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of TECIL CHEMICAL AND HYDRO POWER LIMITED of even date)

1.	In respect of the Company's fixed assets:	
	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of its of Property, Plant and Equipment.
	(b)	The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
	(c)	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
	(d)	The company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
	(e)	According to the information and explanations given to us and as examined by us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2.	(a)	According to the information and explanations given to us and as examined by us, company does not have any inventory balance for the year ended on 31st March 2022.
	(b)	According to the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; during the financial year.
3.	According to information and explanation given to us, the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties. Accordingly, paragraph 3 (iii) of the order is not applicable.	
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	According to the information and explanations given to us, there are no undisputed statutory dues payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales- tax,

		service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as at March 31, 2022, which are in arrears for a period of more than six months from the date they became payable.
	(b)	According to the information and explanations given to us and the records of the company examined by us, there are no statutory dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales- tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, which have not been deposited on account of any dispute.
8.		According to the information and explanations given to us there are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9.		In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10	(a)	The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (x)(a) of the order is not applicable.
	(b)	The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x)(b) of the order is not applicable.
11.		To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
12.		The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13.		According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. The details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14.		The company is not required to conduct internal audit and does not have an internal audit system commensurate with the size and nature of its business since it is inoperative.
15		According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16.	(a)	According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
	(b)	According to the information and explanations given to us and based on our examination of the records of the company, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
	(c)	According to the information and explanations given to us and based on our examination of the records of the company, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) and (d) of the order is not applicable.
17.		The company has incurred cash losses in the FY 2022-23 of Rs.137.16 and Rs. 35.42 lakhs in the immediately preceding financial year ie, FY 2021-22.
18.		There has been no instance of any resignation of the statutory auditors occurred during the year
19.		No material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of 1 year from the balance sheet date.
20		Based on examination of the books and records of the company and according to the information and explanation given to us the provisions of Section 135 of the Companies Act 2013 is not applicable to the company
21		The reporting under clause 3 (XXi) is not applicable in respect of audit of Standalone Financial Statement of the Company accordingly no comment has been included in respect of such clause under this report.

**For S R Pai & Co. Chartered Accountants**  
**Firm Registration No: 0010793S**

**Sd/-**  
**CA S Rajeeva Pai**  
**Partner**  
**Membership No. 214230**  
**UDIN: 23214230BGWQFD4115**

**Place: Cochin**  
**Date:27/05/2023**

**Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of TECIL CHEMICALS AND HYDRO POWER LIMITED of even date)

**Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of TECIL CHEMICALS AND HYDRO POWER LIMITED as at March 31, 2023, 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 board of directors of the Company 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. 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, 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 financial information, as required under the Companies Act, 2013.

**Auditors’ responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were 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 judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

**Meaning of internal financial controls 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 purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

**Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of 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 the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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.

**For S R Pai & Co Chartered Accountants**

**Firm Registration No: 0010793S**

**Sd/-**

**CA S Rajeeva Pai**

**Partner**

**Membership No. 214230**

**UDIN: 23214230BGWQFD4115**

**Place: Cochin**

**Date: 27/05/2023**



**TECIL CHEMICALS AND HYDRO POWER LIMITED**  
**BALANCE SHEET AS AT 31-03-2023**

Sl. No	PARTICULARS	Notes	Amount Rs. (in Lakhs)	
			As At 31.03.2022	As At 31.03.2022
<b>I</b>	<b><u>ASSETS</u></b>			
	<b><u>NON-CURRENT ASSETS</u></b>			
	a) Property, Plant and Equipment	1	350.70	354.96
	b) Capital Work-in-Progress		-	-
	c) In-Tangible Assets		-	-
	d) Financial Assets			
	(i) Investments	2	0.05	0.05
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(iv) Other Financial Assets (net)		-	-
	<b><u>CURRENT ASSETS</u></b>			
	a) Inventories			
	b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables		-	-
	(iii) Cash and cash equivalents	3	0.03	0.02
	(iv) Other Bank Balances	4	3.80	0.45
	(v) Loans	5	195.45	247.22
	(vi) Other Financial assets		-	-
	c) Current Income Tax assets (net)	6	1.02	1.02
	d) Other current assets	7	-	-
	<b>TOTAL - ASSETS</b>		<b>551.05</b>	<b>603.72</b>
<b>II</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
	<b><u>EQUITY</u></b>			
	a) Equity Share Capital	8	1,896.37	1,896.37
	b) Other Equity	9	(3,637.93)	(3,496.51)
	<b><u>LIABILITIES</u></b>			
	a) Financial Liabilities			
	(i) Borrowings	10	1,290.65	1,201.65
	(ii) Other Financial liabilities		-	-
	b) Provisions		-	-
	c) Deferred Tax liabilities (net)		-	-
	d) Other non-current liabilities		-	-
	<b><u>CURRENT LIABILITIES</u></b>			
	a) Financial Assets			
	(i) Borrowings		-	-
	(ii) Trade Payables		-	-
	(iii) Other Financial liabilities		-	-
	b) Other current liabilities	11	1,001.96	1,0021.21
	c) Provisions		-	-
	d) Other current liabilities		-	-
	<b>GRAND TOTAL</b>		<b>551.05</b>	<b>603.72</b>

This is the Balance sheet referred to in our reports of even date Notes referred to above form an integral part of the Balance sheet

For and on behalf of the Board of Directors  
Sd/-

For S.R. PAI & CO  
Chartered Accountants (FRN:010793S)

Sd/-  
Muhammed Rishad Mustafa  
Company Secretary

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

Sd/-  
S.Rajeeva Pai FCA Partner  
(M.No.214230)

Sd/-  
SRS Iyer, CFO

Sd/-  
Shaji Mathew Kalladayil  
Whole Time Director  
DIN.No.01866682

Date:27.05.2023  
Place: Kochi

Date: 27-05-2023  
Place: Kochi

<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2023</b>						
						(Rs in Lacs)
Sl. No	PARTICULARS			NOTES	Period Ended 31.03.2023	Year Ended 31.03.2022
	<b><u>CONTINUING OPERATIONS</u></b>					
	<b><u>INCOME</u></b>					
I	Revenue from Operations			-	-	-
II	Other Income			12	-	-
III	<b>TOTAL REVENUE (I) + (II)</b>				-	-
IV	<b><u>EXPENSES</u></b>					
1	Cost of Materials Consumed				-	-
2	Purchases of Stock-in-Trade				-	-
3	Changes in inventories				-	-
4	Employee Benefit Expense			13	9.55	8.80
5	Finance costs				-	-
6	Depreciation & amortization Exp			4.26	-	-
	Less: Tra'fer to Revaluation towards addl depn			1.61	2.65	2.85
7	Other Expenses			14	127.61	26.62
8	Provision for Income Tax for Earlier Years				-	-
	<b>TOTAL EXPENSES (IV)</b>				139.81	38.27
V	<b>Profit before exceptional items &amp; Tax</b>			(IV - V)	(139.81)	(38.27)
VI	<b>EXCEPTIONAL ITEMS</b>				-	-
	Excess Provision written back				-	-
VII	<b>Profit before extraordinary items &amp; Tax</b>			(V - VI)	(139.81)	(38.27)
VIII	<b>EXTRAORDINARY ITEMS</b>				-	-
IX	<b>Profit before Tax</b>			(VII - VIII)	(139.81)	(38.27)
X	<b>EXTRAORDINARY ITEMS</b>					
1	Current Tax			-	-	-
2	Deferred Tax			-	-	-
XI	<b>Profit (Loss) from continuing operations</b>			(VII - VIII)	(139.81)	(38.27)
XII	<b>Profit (Loss) from discontinuing operations</b>				-	-
XIII	<b>Tax expense of discontinuing operations</b>				-	-
XIV	<b>Profit (Loss) from discontinuing op's after tax</b>			(XII - XIII)	-	-
XV	<b>Profit (Loss) for the period</b>			(XI + XIV)	(139.81)	(38.27)
XVI	<b>Earnings per equity share:</b>					
1	Basic (in Rs)				(0.74)	(0.20)
2	Diluted (in Rs)				(0.74)	(0.20)
See accompanying notes to the financial statements						
<u>Summary of significant accounting policies</u>				<b>Seperately Attached</b>		
This is the Profit and Loss Account referred to in our reports of even date Notes referred to above form an integral part of the Profit & Loss Account				For and on behalf of the Board of Directors		
<b>For S.R. PAI &amp; CO</b>						
Chartered Accountants (FRN:010793S )				Sd/-	Sd/-	
				Muhammed Rishad Mustafa	Varghese Kurian	
Sd/-				Company Secretary	Chairman and Managing Director	
S.Rajeev Pai FCA					DIN.No.01114947	
(M.No.214230)				Sd/-		
				SRS Iyer	Sd/-	
				Chief Financial Officer	Shaji Mathew Kalladayil	
					Whole Time Director	
Place: Kochi				Place: Kochi	DIN.No.01866682	
Date: 27-05-2023				Date: 27-05-2023		

## Cash Flow Statement for the Year ended 31st March,2023

Particulars	31-March-2023		31-March-2022	
	(Rs. in Lakhs)		(Rs. in Lakhs)	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit / (Loss) Before Tax		(139.81)		(38.27)
<i>Adjusted For :</i>				
Depreciation Provided	4.26		4.54	
Interest Received	-		-	
Dividend Received	-		-	
Profit on Sale of Investments	-		-	
Profit on Sale of Fixed Assets	-		-	
Provisions written back	-		-	
Revaluation Reserve	(1.61)	2.65	(1.69)	2.85
<b>Operating Profit before Working Capital Changes</b>		<b>(137.16)</b>		<b>(35.42)</b>
<i>Adjusted For :</i>				
Trade and other receivables	-		-	
Inventories	-		-	
Loans & Advances	51.77		(1.60)	
Trade payable and provisions	(0.25)	51.52	-	(1.60)
<b>Cash Generated including From Operations :</b>		<b>(85.64)</b>		<b>(37.02)</b>
Direct Taxes Paid		-		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>(85.64)</b>		<b>(37.02)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Increase in Capital and Reserves	-		-	
Increase in Fixed Assets	-		-	
Sales / Decrease of Fixed Assets	-		-	
Sale of Investments	-		-	
Loans received	89.00		34.60	
Dividend Received	-	89.00	-	34.60
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>3.36</b>		<b>(2.42)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Loss on sale of Assets	-		-	
Payment of short term liabilities	-		-	0.68
Loans given / refund	-		-	
Interest Paid	-	-	-	-
<i>Net Increase in Cash and Cash Equivalents</i>		<b>3.36</b>		<b>(1.74)</b>
<i>Cash and Cash equivalents at the Beginning of the Year</i>		0.47		2.21
<i>Cash and Cash equivalents at the End of the Year</i>		3.83		0.47
<b>Actual Balance as per Balance Sheet</b>		<b>3.83</b>		<b>0.47</b>
<b>Note:</b>				
<b>1</b>	The above Cash Flow Statement has been prepared under the indirect method as set out in the AS-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India			
<b>2</b>	Previous Year's figures have been re-arranged / re-grouped wherever necessary			
	This Cash Flow Statement referred in our report of even date			
<b>For S.R. PAI &amp; CO</b>				
Chartered Accountants (FRN:010793S )	<b>Sd/-</b>		<b>Sd/-</b>	
<b>Sd/-</b>	<b>Muhammed Rishad Mustafa</b>		<b>Varghese Kurian</b>	
<b>S.Rajeev Pai FCA</b>	<b>Company Secretary</b>		<b>Chairman &amp; Managing Director</b>	
<b>Patner (M.No.214230)</b>			<b>DIN:01114947</b>	
	<b>Sd/-</b>		<b>Sd/-</b>	
	<b>SRS Iyer</b>		<b>Shaji K Mathew</b>	
	<b>Chief Financial Officer</b>		<b>Whole Time Director</b>	
			<b>DIN:01866682</b>	
<b>Place: Kochi</b>	<b>Place:Kochi</b>			
<b>Date: 27-05-2023</b>	<b>Date:27-05-2023</b>			

<b>NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.03.2023</b>										
										<b>NOTE - 01</b>
<b>FIXED ASSETS</b>										<i>Amount Rs. (in Lakhs)</i>
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	<i>As on 01.4.2022</i>	<i>Additions</i>	<i>Deductions</i>	<i>Upto 31.03.2023</i>	<i>As on 01.4.2022</i>	<i>For the year</i>	<i>Trans - Adj to Sch II</i>	<i>Upto 31.03.2023</i>	<i>As on 31.03.2023</i>	<i>As on 01.4.2022</i>
a) TANGIBLE ASSETS (OWNED)										
Land (Freehold)	266.62	-	-	266.62	-	-	-	-	266.62	266.62
Buildings	237.22	-	-	237.22	149.75	4.26	-	154.01	83.21	87.47
Furniture & Off Equip	0.53	-	-	0.53	0.51	-	-	0.51	0.03	0.03
Motor Vehicles	16.70	-	-	16.70	15.87	-	-	15.87	0.84	0.84
<i>SUB TOTAL</i>	521.08	-	-	521.08	166.12	4.26	-	170.38	350.70	354.96
b) INTANGIBLE ASSETS										
<i>SUB TOTAL</i>	-	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL</b>	521.08	-	-	521.08	166.12	4.26	-	170.38	350.70	354.96
<b>PREVIOUS YEAR</b>	521.08	-	-	521.08	161.58	4.54	-	166.12	354.96	359.50
<b>Notes:</b>										
1. Land, and Buildings were revalued as on 31.03.1995 by an approved Chartered Engineer and based have been reinstated as on 01.04.1995										
2. The Gross Block as on 31.03.2023 includes an amount of Rs.156.95 on account of revaluation of Fixed Assets.										

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2023					
				Amount Rs. (in Lakhs)	
PARTICULARS				CURRENT YEAR	PREVIOUS YEAR
<b>2</b>	<b><u>INVESTMENTS</u></b>				
<b>A</b>	<b><u>In Government Security (Unquoted)</u></b>			-	-
			TOTAL (A)	-	-
<b>B</b>	<b><u>OTHER INVESTMENTS</u></b>				
<b>i.</b>	<b><u>Shares in Joint Stock Compansis - Quoted</u></b>				
	<i>Equity Shares of:</i>	<i>Face Value</i>	<i>No of Shares (Current Yr)</i>	<i>No of Shares (Last Yr)</i>	
	BOMBAY OXYGEN CORP. LTD	100	5	5	0.01
			TOTAL (B(i))	0.01	0.01
<b>ii.</b>	<b><u>Shares in Joint Stock Compansis - Others</u></b>				
	<i>Equity Shares of:</i>				
	CITRIC INDIA LTD	10	-	-	-
	PUNJAB ANAND BATTERIES LTD	10	50	50	0.01
	GREATER BOMBAY CO-OP BANK LTD	25	100	100	0.03
			TOTAL (B(ii))	0.04	0.04
			<b>GRAND TOTAL (A) + (B)</b>	<b>0.05</b>	<b>0.05</b>
<b>3</b>	<b><u>CASH AND CASH EQUIVALENTS</u></b>				
	Cash in Hand			0.03	0.02
<b>4</b>	<b><u>BANK BALANCE OTHER THAN ABOVE</u></b>				
	With Scheduled Bank Current Accounts			3.80	0.45
			<b>GRAND TOTAL (3) + (4)</b>	<b>3.83</b>	<b>0.47</b>
<b>5</b>	<b><u>LOANS</u></b> (Unsecured, considered good)				
	Inter-corporated Deposits			-	-
	Advances to security deposits			195.45	247.22
				195.45	247.22
<b>6</b>	<b><u>INCOME TAX ASSETS</u></b> (Net)				
	Income tax Assets			1.02	1.02
			<b>TOTAL</b>	<b>1.02</b>	<b>1.02</b>
<b>7</b>	<b><u>OTHER CURRENT ASSETS (net)</u></b>				
	<b>ADVANCES RECOVERABLE IN CASH OR KIND</b>				
			<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>8</b>	<b><u>SHARE CAPITAL</u></b>				
<b>a</b>	<i>Authorized :</i>		<i>No of shares</i>	<i>Amount</i>	<i>No of shares</i>
					<i>Amount</i>
	Equity Shares:		2,00,00,000	2,000	2,00,00,000
	Preference Shares:		10,00,000	1,000	10,00,000
	<b>Outstanding at the end of the period</b>		<b>2,10,00,000</b>	<b>3,000</b>	<b>2,10,00,000</b>
<b>b</b>	<b>Issued, subscribed &amp; fully paid up</b>				
	Opening / closing balance		-	-	-
	(Equity shares of Rs.10 each)		1,89,63,700	1,896.37	1,89,63,700
	<b>Total</b>		<b>1,89,63,700</b>	<b>1,896.37</b>	<b>1,89,63,700</b>
<b><u>Reconciliation of the Shares outstanding at the beginning and at the end of reporting period</u></b>					
			<i>No of shares</i>	<i>Amount</i>	<i>No of shares</i>
					<i>Amount</i>
	Equity shares outstanding at the beginning & end of the ye		1,89,63,700	1,896.37	1,89,63,700
					1,896.37

<b>NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2023</b>				
<i>Amount Rs. (in Lakhs)</i>				
	<i>PARTICULARS</i>		<i>CURRENT YEAR</i>	<i>PREVIOUS YEAR</i>
<b>9</b>	<b><u>RESERVES AND SURPLUS</u></b>			
a.	Capital Redemption Reserve ( <i>As per Last Balance Sheet</i> )		84.43	84.43
b.	Shares Forfeited account ( <i>As per last Balance Sheet</i> )		164.80	164.80
c.	Securities Premium ( <i>As per Last Balance Sheet</i> )		1,393.30	1,393.30
d.	Securities Premium Forfeited ( <i>As per Last Balance Sheet</i> )		329.60	329.60
e.	Fixed Assets Revaluation Reserve -			
	- <i>As per last Balance Sheet</i>	156.95		
	<u>Less: Adjustments during the year:</u>			
	(a) Transfer to Depreciation Account	1.61		
	(b) Transfer on a/c of Assets disposed	-	155.34	156.95
		<b>TOTAL</b>	<b>2,127.47</b>	<b>2,129.08</b>
	<u>Less: Debit Balance of Profit and Loss Account</u>			
	- <i>As per last Balance Sheet</i>	5,625.59		
	<u>Add / (Less): Current Year Loss (Profit)</u>	139.81	5,765.40	5,625.59
		<b>GRAND TOTAL</b>	<b>(3,637.93)</b>	<b>(3,496.51)</b>
<b>10</b>	<b><u>BORROWINGS (Unsecured)</u></b>			
	Varghese Kurian		1,280.65	1,191.65
	Shaji Mathew		10.00	10.00
		<b>TOTAL</b>	<b>1,290.65</b>	<b>1,201.65</b>
<b>11</b>	<b><u>OTHER CURRENT LIABILITIES</u></b>			
	Sundry Creditors		1,001.96	1,002.21
		<b>TOTAL</b>	<b>1,001.96</b>	<b>1,002.21</b>
<b>12</b>	<b><u>OTHER INCOME</u></b>			
	Sundry Sales			
	Interest Received		-	-
	Misc income		-	-
		<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>13</b>	<b><u>EMPLOYEE'S BENEFITS EXPENSES</u></b>			
	Salaries, wages and bonus		9.19	8.31
	Provident Fund		0.03	0.10
	Employees Welfare Expenses		0.33	0.39
		<b>TOTAL</b>	<b>9.55</b>	<b>8.80</b>
<b>14</b>	<b><u>OTHER EXPENSES</u></b>			
	Rates & Taxes		0.49	0.28
	ROC filing Fees		0.15	
	Repairs & Maintenance - Others		4.75	5.02
	Travelling expenses		0.55	2.14
	Professional / Legal charges		8.12	5.36
	Directors' Sitting Fees		0.45	0.60
	Audit Fee		0.35	0.35
	Electricity charges		0.07	0.05
	Bank Charges		0.01	0.01
	Telephone & Telex charges		0.09	0.09
	Postage & Courier Expenses		2.47	0.09
	Stationary & Printing charges		0.14	0.09
	Annual Listing Fee		54.99	9.37
	A.G.M. Expenses		1.82	2.16
	Share Registry expenses		1.48	0.95
	Web Designing / Web Regn exp		0.08	0.06
	PF late fee		37.35	-
	Penalty & Int to Revenue		14.20	-
	Miscellaneous expenses		0.05	-
		<b>TOTAL</b>	<b>127.61</b>	<b>26.62</b>

## Disclosure Of Promoters Shareholding Pattern

Shares held by promoter at the end of the year 31-03-2023				
Sl. No	Promoter Name	No of shares	% of total shares	% change during the year
1	VARGHESE KURIAN	8815092	46.48	-
2	LIZHYAMMA KURIAN	167980	0.88	-
3	JEEBEN VARGHESE KURIAN	64510	0.34	-
	TOTAL	9047582	47.7	

## Statement of Changes in Equity for the year ended March 31, 2023

Particulars	Amount Rs. (in Lakhs)							
	As at 31-03-2023	As at 31-03-2022						
<b>A. Equity Share Capital</b>								
Balance at the beginning of the reporting period	1,896.37	1,896.37						
Changes in Equity Share Capital due to prior period errors	-	-						
Restated balance at the beginning of the current reporting period	1,896.37	1,896.37						
Changes in equity share capital during the current year	-	-						
Balance at the end of the reporting period	1,896.37	1,896.37						
<b>B. Other Equity</b>			<b>Reserve and Surplus</b>					
Particulars	Capital Redemption Reserve	Capital Reserve	Shares Forfeited account	Securities Premium	Securities Premium Forfeited	Fixed Assets Revaluation Reserve	Profit and Loss Account	Total
Balance as at March 31, 2021	58.14	26.29	164.80	1,393.30	329.60	158.63	(5,143.30)	(3,012.54)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	38.28	
Restated balance at the beginning of the reporting period	58.14	26.29	164.80	1,393.30	329.60	158.64	(5,587.31)	(3,012.54)
Loss for the year	-	-	-	-	-	(1.69)		
Transfer to Depreciation Account	-	-	-	-	-			
Balance as at March 31, 2022	58.14	26.29	164.80	1,393.30	329.60	156.95	(5,625.59)	(3,496.51)
Changes in accounting policy or prior period errors	-	-	-	-	-	-		
Restated balance at the beginning of the reporting period	58.14	26.29	164.80	1,393.30	329.60	156.95	(5,625.59)	(3,496.51)
Loss for the year	-	-	-	-	-		(139.81)	
Transfer to Depreciation Account	-	-	-	-	-	(1.61)		
Balance as at March 31, 2023	58.14	26.29	164.80	1,393.30	329.60	155.34	(5,765.40)	(3,637.93)
For SR Pai & Co Chartered Accounts			For and on behalf of the Board of Directors					
			Varghese Kurian Chairman and Managing Director DIN: 01114947					
S Rajeeva Pai Partner MRN No.214230			Shaji K Mathew Director DIN: 01866682					
Place: Kochi Date: 27-05-2023								

**15. NOTE TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2023****SIGNIFICANT ACCOUNTING POLICIES:****a) Basis of Preparation of Financial Statements:-**

For all periods up to 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.

With effect from April 1, 2017, the company is required to prepare its financial statements in accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs. The Company has to adopt 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"). Company has prepared its financial statements for the period ended 31st March 2018 in accordance with Ind AS, the first financial statement that company has prepared in accordance with Ind AS. The Company continue to prepare its financial statements from the year ended March 31, 2018 till the current year ended March 31, 2023 in accordance with Ind AS.

**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 are 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 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 average number of equity shares outstanding during the period.

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

In view of the accumulated losses, the Management has not disclosed Income tax expense in its financial statements. Hence the accounting treatment of income tax as required under Ind AS 12 issued by ICAI is not applicable.

**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.

**16. 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 favour 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:**

Particular	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 198 of the Companies Act, 2013:****(‘000)**

<b>March 31<sup>st</sup> of - &gt;</b>	<b>2023</b>	<b>2022</b>
Profit (Loss) as per Profit and Loss Account	(13,981.00)	(3,827.00)
Add: i. Depreciation charged to A/c’s	265.00	285.00
ii. Directors Sitting fees	45.00	60.00
iii. Remuneration to MD	Nil	Nil
Business Profit (Loss)	(13,671.00)	(3,482.00)
Less / Add: Depreciation as per Act	-	-
Total Profit for the year	(13,671.00)	(3,482.00)
Add : C/f (Losses) from earlier years	(5,62,704.00)	(5,59,222.00)
(Losses) under section 198	(5,76,375.00)	(5,62,704.00)

**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 finalization of compensation matter.

**4. Other matters:****A. 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.

**B. 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.

**C. 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.

**D. 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. The Company has remitted total demand including Interest amounting to Rs. 14,19,758/- by way of Demand Draft on 20.07.2022.****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 –

<b>CHEMICALS</b>	<b>QUANTITY (KG) VALUE (Rs.'000)</b>	
Opening Stock	Nil (Nil)	Nil (Nil)
Purchases	Nil (Nil)	Nil (Nil)
Sales	Nil (Nil)	Nil (Nil)
Closing Stock	Nil (Nil)	Nil (Nil)

	<u>During 2023</u>	<u>During 2022</u>
7. Raw Materials Consumed	NIL	NIL
7.1. Percentage of consumption of indigenous / imported raw -Materials, packing materials, spare parts and components.	NIL	NIL
8. Expenditure in Foreign Currency for travelling	NIL	NIL
9. CIF value of Import – Raw materials / Spares / Capital goods	NIL	NIL
10. Capital Commitments	NIL	NIL
11. The Companies in which the Directors are associated have filed the anual returns and did not make any default in the repayment of deposit if any fallen out. On the basis of representations received from the Directors, none of the Directors attract qualification under section 164(2) of the Companies Act, 2013.		
12. The Company has full time Company Secretary as required u/s 203 of the Companies Act, 2013 during the year.		
13. Others		
13.1 Basic earning per Equity Share have been computed by dividing net profit by the average number of equity shares outstanding for the year.		
13.2 Calculation of Basic Earnings per share		

<b>Sr. No.</b>	<b>Particulars</b>	<b>Equivalent number of shares for the year</b>	
		<b>2022-23</b>	<b>2021-22</b>
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)	(13,981.00)	(3827.00)
4	Nominal value of Shares	Rs. 10.00	Rs. 10.00
5	Earnings per Share	(0.74)	(0.20)

14. 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,

Varghese Kurian,

Shaji Mathew Kalladayil,

Madhavan Thundil Biju,

Prem Kumar Sanakara Panicker

Parameswaran Radhakrishnan Nair,

Toby Antony (Resigned on 09-11-2022)

Puthuparambil Parameswaran Pillai Vijayakumar,

Jeeben Varghese Kurian.

CS Muhammed Rishad Mustafa

Ramasubramonia Iyer

#### Related Party Transactions

Transaction	Associate and Group Co. (Rs.)	Key Management Personnel (Rs.)	Total (Rs.)
Opening Balance receivable	Nil	Nil	Nil
Opening Balance payable	Nil	12,01,65,000.00	12,01,65,000.00
Finance Provided including loans given	Nil	Nil	Nil
Amount received	Nil	89,00,000.00	89,00,000.00
Outstanding Balance receivable	Nil	Nil	Nil
Outstanding Balance payable	Nil	12,90,65,000.00	12,90,65,000.00
Remuneration paid including perquisites	Nil	Nil	Nil

15. In view of the accumulated losses, the Management has not provided deferred tax assets as well as deferred tax liabilities. Hence the disclosure in respect of accounting treatment of income tax as required under Ind AS 12 issued by ICAI is not done.
16. 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 2022-23. 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.

As per attached report of even date

**For S R PAI & CO**

**For and behalf of Board of Directors**

**CHARTERED ACCOUNTANTS**

**FRN:0010793S**

**Sd/-**

**CA S Rajeeva Pai  
(Partner)**

**Membership No: 214230**

**Sd/-**

**Varghese Kurian  
Chairman and Managing Director**

**DIN No.: 01114947**

**Sd/-**

**Shaji K Mathew  
Director**

**DIN No.: 01866682**

**Place: Cochin**

**Date:27/05/2023**

**TECIL CHEMICALS AND HYDRO POWER LTD.****REGISTERED OFFICE**

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

**CORPORATE OFFICE**

1<sup>ST</sup> FLOOR, ANJANA COMPLEX,  
VYTTILA-ARoor BYEPASS ROAD,  
KUNDANNOOR, KOCHI-682 304  
TEL: 0484-4850063 / 62 /61  
EMAIL ID : tecilchingavanam@gmail.com

**FORM NO. MGT-11****PROXY FORM****78th ANNUAL GENERAL MEETING – 30<sup>th</sup> SEPTEMBER, 2023**

**(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 TECIL Chemicals and Hydro Power Limited, hereby  
Appoint

Name :	E-mail Id:
Address:	
Signature:.....or failing him/her.....	
Name :	E-mail Id:
Address:	
Signature:.....or failing him/her.....	
Name :	E-mail Id:
Address:	
Signature:.....or failing him/her.....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 78<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2023 at 3:00PM at The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531 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, 2023 and the reports of Board of Director's and Auditor's thereon. (Ordinary Resolution)		
2.	To appoint a director in place of Mrs. Lizhyamma Kurian (DIN:01114716) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. (Ordinary Resolution)		
3.	Approval of Material Related Party Transaction between Company and Mr. Varghese Kurian, Managing Director and Chairman for providing unsecured loans for meeting the affairs of the Company (Ordinary Resolution)		
4.	Approval of Material Related Party Transaction between Company and CS Muhammed Rishad Mustafa, Company Secretary for the payment of salary. (Ordinary Resolution)		
5.	Approval of Material Related Party Transaction between Company and Mr. Ramasubramonia Iyer, Chief Financial Officer for the payment of salary. (Ordinary Resolution)		
6.	Approval of Material Related Party Transaction between Company and Independent Directors for the payment of sitting fees (Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder: .....

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

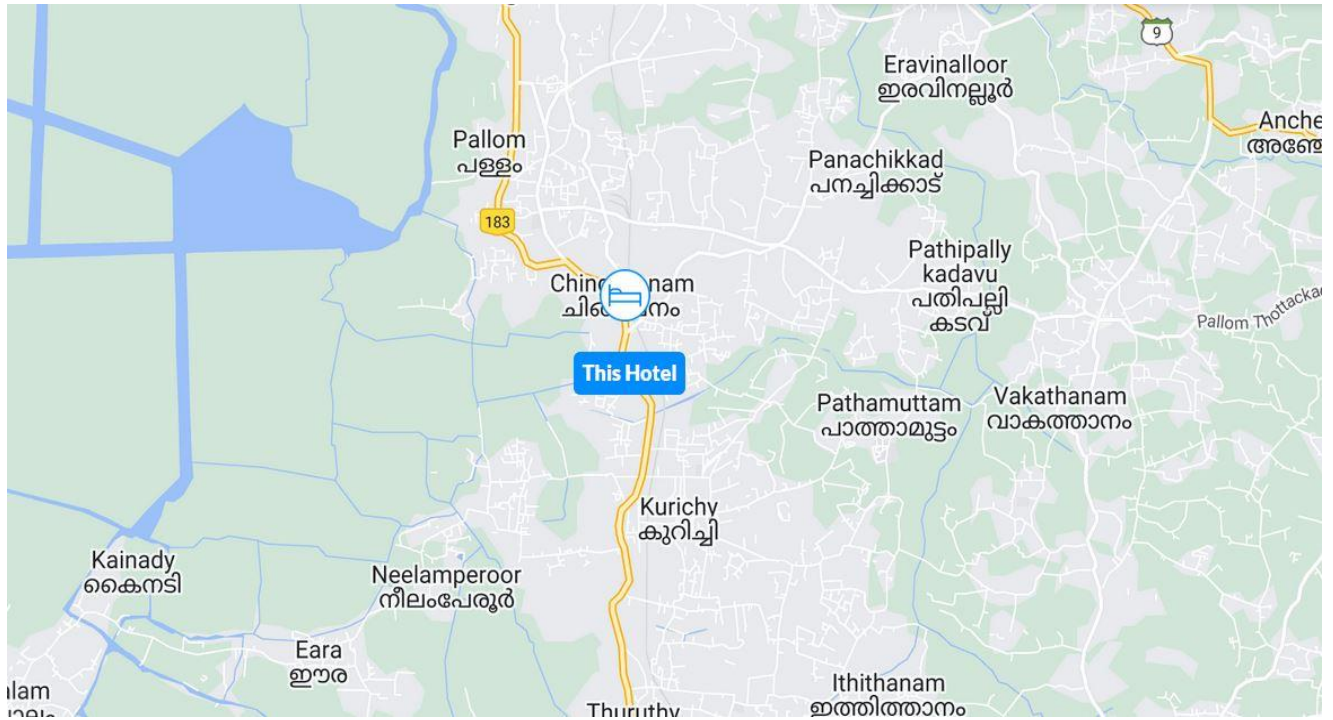
\_\_\_\_\_  
Signature of second proxy holder

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

**Notes:**

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. For the Resolutions, and Notes, please refer to the Notice of 78th AGM.
3. \*Please put a tick mark (V) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
4. A Proxy need not be a member of the Company.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be state

**Route map to the AGM venue (The Palms Hotel, Chingavanam, Kottayam)**





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TEL: 0484- 4850063 / 62 /61  
EMAIL ID : tecilchingavanam@gmail.com

**ATTENDANCE SLIP**

<b>DP ID – Client ID/ Folio No. :</b>	
<b>Name &amp; Address of Sole Member :</b>	
<b>Name of Joint Holder(s) :</b>	
<b>No. of Shares held :</b>	

**ANNUAL GENERAL MEETING –30<sup>th</sup> SEPTEMBER, 2023**

I/We, certify that I am a member/proxy for the member of the Company. I/We, hereby record my presence at the 78th Annual General Meeting of the Company on Saturday, 30<sup>th</sup>September, 2023 at 3:00PM at The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531.

\_\_\_\_\_  
Member/Proxy's Signature

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Meeting Hall

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User Id</b>	<b>(Pan /Seq. No.)</b>
230902049		

**NOTE:** Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) in the Notice of Annual General Meeting. The e-voting starts from 27<sup>th</sup> September, 2023, 9:00 AM and ends 29<sup>th</sup> September, 2023 at 5:00 PM. The voting module shall be disabled by CDSL for voting thereafter.