TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE
P.O. CHINGAVANAM,
DIST.- KOTTAYAM, KERALA - 686 531
EMAIL ID : tecilchingavanam@gmail.com
PAN No. : AAACT8096J
CIN No. : L24299KL1945PLC001206
Website: www.tecilchemicals.com

CORPORATE OFFICE
1ST FLOOR, ANJANA COMPLEX,
VYTTILA-AROOR BYEPASS ROAD,
KUNDANNOOR, KOCHI-682 304
TEL: 0484- 2707015 / 16 / 17
EMAIL ID : tecilchingavanam@gmail.com

Date: 17th September, 2019

TO,
NATIONAL STOCK EXCHANGE OF INDIA LTD.
DEPARTMENT OF CORPORATE SERVICES,
BANDRA –KURLA COMPLEX, BANDRA-EAST,
MUMBAI-400 051

SCRIP ID: TECILCHEM

SUBJECT: SUBMISSION OF ANNUAL REPORT OF THE 74TH ANNUAL GENERAL MEETING AS PER REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

Dear Sirs,

This is to inform that in pursuance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find the 74th Annual Report for the Financial Year 2018-19.

Kindly take this on your records.

Thanking You.

Yours Faithfully,

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

Jugunu S Nair

JUGUNU S NAIR
COMPANY SECRETARY AND COMPLIANCE OFFICER

TECIL CHEMICALS AND HYDRO POWER LTD. KOCHI KERALA

Encl:
1. Annual Report for FY 2018-19

74TH ANNUAL REPORT
31ST MARCH, 2019

TECIL CHEMICALS AND HYDRO POWER LIMITED

BOARD OF DIRECTORS

MR. VARGHESE KURIAN	CHAIRMAN AND MANAGING DIRECTOR
MR. JEEBEN VARGHESE	CHIEF EXECUTIVE OFFICER, DIRECTOR
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. TOBY ANTONY	NON-EXECUTIVE INDEPENDENT DIRECTOR
MR. BIJU T M	NON-EXECUTIVE INDEPENDENT DIRECTOR
CS. ANSIA A	COMPANY SECRETARY AND COMPLIANCE OFFICER
Ms. JUGUNU S NAIR	COMPANY SECRETARY AND COMPLIANCE OFFICER (w.e.f. 17.05.2019)
MR. RAMASUBRAMONIA IYER	CHIEF FINANCIAL OFFICER (CFO)
BANKERS	STATE BANK OF INDIA AND FEDERAL BANK LIMITED
STATUTORY AUDITOR	M/S. S R PAI & CO., KOCHI
SECRETARIAL AUDITOR	CS. HARIKRISHNAN R, TRIVANDRUM
REGISTERED OFFICE	P.O. CHINGAVANAM, DIST. - KOTTAYAM, KERALA - 686 531
CORPORATE OFFICE	ANJANA COMPLEX, 1ST FLOOR, VYTILLA-AROOR, BYPASS ROAD, KUNDANNOOR, KOCHI - 682 304
REGISTRAR AND SHARE TRANSFER AGENTS	CAMEO CORPORATE SERVICES LIMITED SUBRAMANIAN BUILDING, NO.1, CLUB HOUSE ROAD, CHENNAI, TAMIL NADU 600002, Email Id - cameo@cameoindia.com

WEBSITE : www.tecilchemicals.com
E-MAIL ID : tecilchingavanam@gmail.com

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NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTY FOURTH ANNUAL GENERAL MEETING** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held at Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001, on **FRIDAY, 20th SEPTEMBER, 2019 at 3:00 P.M.**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Mrs. Lizhyamma Kurian (DIN: 01114716) who retires by rotation and being eligible, offers herself for re-appointment

SPECIAL BUSINESS:

3. **Change in name of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, and subject to the approval of the Registrar of Companies, the consent of members of the company be and is hereby accorded to change the name of the company from **TECIL CHEMICAL AND HYDRO POWER LIMITED** to **TECIL BUSINESS PARK LIMITED.**

"**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:
"Clause I – The name of the company is **TECIL BUSINESS PARK LIMITED"**

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

Place: Kochi **JUGUNU S NAIR**
Date: 23rd July, 2019 **COMPANY SECRETARY & COMPLIANCE OFFICER**

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. 18th September, 2019. 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 13th September, 2019 to 20th September, 2019 (both days inclusive).

8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.

9. Members holding in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited for consolidation into a single folio.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited.

11. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's Website – www.tecilchemicals.com 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.

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

13. Profile(s) of the Director seeking appointment as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.

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

15. The Annual Report for Financial Year 2018-19 of the Company circulated to the Members of the Company shall be made available on the Company's website at www.tecilchemicals.com

16. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company at the Corporate Office of the Company.

17. The Members are requested to contact the Company's Registrars and Share Transfer Agents-Cameo Corporate Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.

18. The Members who are holding shares in physical form are requested to send their Specimen Signature duly attested by Bank to the Company's Registrar And Share Transfer Agent-Cameo Corporate Services Limited at Subramanian Building, No.1, Club House Road, Near Spencers Signal on Anna Salai, Chennai, Tamil Nadu - 600002
    Email id - cameo@cameoindia.com

19. A Route Map showing directions to reach the venue of the 74th Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on "General Meeting".

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

21. Voting through electronic means:
    Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 74th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Company has appointed CS Harikrishnan R Nair, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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

(i) The Remote E-Voting period begins on Monday, 16th September, 2019 at 09:00 A.M. and will end on Thursday, 19th September, 2019 at 05:00 P.M. During this period the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13th September, 2019, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders should log on to the E-Voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in DEMAT Form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in DEMAT Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your DEMAT Account or in the company records for the said DEMAT Account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio.

	• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT Form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT Holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for Remote E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **TECIL CHEMICALS AND HYDRO POWER LIMITED** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

GENERAL INFORMATION:

1. In Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration), as amended from time to time, the Company is pleased to offer Remote E-Voting Facilities to its members in respect of the business to be transacted at the 74th Annual General Meeting. The Company has engaged the services of Central Depository Services Limited (CDSL) as authorized agency to provide Remote E-Voting Facility. It is clarified that it is not mandatory for a Member to vote using Remote E-Voting Facility.

2. The Members who have cast their votes by Remote E-Voting prior to the AGM may also attend the meeting but they shall not be entitled to cast their vote again.

3. The Remote E-Voting Period will commence on Monday, 16th September, 2019 at 09:00 A.M. and will end on Thursday, 19th September, 2019 at 05:00 P.M. During this period, Members of the Company, holding shares as on cut-off date i.e. Friday, 13th September, 2019, may cast their vote by Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for the voting thereafter.

   The voting rights of Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 13th September, 2019.

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

4. CS Harikrishnan R Nair, Practicing Company Secretary has been appointed as the Scrutinizer for overseeing the voting and Remote-E-voting in a fair and transparent manner.

5. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.tecilchemicals.com and on the website of CDSL i.e. https://www.evotingindia.com after the declaration of result by the Chairman or a person authorized by him in his behalf. The Results shall be uploaded on the BSE Listing Portal and NSE Portal.

6. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. Friday, 20th September, 2019.

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

ITEM NO. 3

The company has changed the object clause of the company with the approval of shareholders through Extra-ordinary General Meeting held on 23rd February 2018. In order to align the name of the company with the object of the company, the board of directors meeting held on 23rd July 2019 has decided to change the name of the company from Tecil Chemicals and Hydro Power Limited to Tecil Business Park Limited. The proposed name change requires the approval of the shareholders through special resolution pursuant to Section 13 of the Companies Act, 2013.

None of the Directors and Key managerial Persons (KMPs) of the company or any relatives of such Directors or KMPs, shall be considered to be concerned or interested in the proposed special resolution.

Your Directors recommend passing of these Special Resolutions in the interest of the company.

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

JUGUNU S NAIR
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Kochi
Date: 23rd July, 2019

ANNEXURE TO ITEM NO. 2 OF NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	**Mrs. Lizhyamma Kurian**
Director Identification Number	01114716
Date of Birth	30/05/1966
Nationality	Indian
Shareholding in the Company	167980
List of Directorships held in other Companies(excluding foreign, private, and Section 8 Company)	Nil
Memberships/Chairmanships of Audit Committee and Share Transfer and Stakeholders Relationship Committee	Nil
Date of Appointment on Board	01-09-2017

FORM NO. MGT-11
PROXY FORM

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

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on **20th September, 2019, Friday at 3:00 p.m. Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001,** 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, 2019 and the reports of Board of Director's and Auditor's thereon.		
2.	appoint a Director in place of Mrs. Lizhyamma Kurian (DIN: 01114716) who retires by rotation and being eligible, offers herself for re-appointment		
3.	Change in name of the company		

Signed this _____day of _____2019

Affix Revenue Stamps

Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder

Note:

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

2) The proxy need not be a member of the Company.

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ATTENDANCE SLIP

ANNUAL GENERAL MEETING – 20TH SEPTEMBER, 2019

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

I/We, certify that I am a member/proxy for the member of the Company.

I/We, hereby record my presence at the **74th Annual General Meeting** of the Company on **Friday, 20th September, 2019 at 3.00 p.m. at Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001**

Member/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User Id	(Pan /Seq. No.)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) in the Notice of Annual General Meeting. The voting starts from 16th September,2019 from 09:00 am and ends 19th September,2019 at 05:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

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 Fourth Annual Report together with the Audited Financial Statements for the year ended 31st March, 2019. The Management Discussion and Analysis has also been incorporated into this report.

FINANCIAL RESULTS

RESULTS OF OPERATIONS

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

1. OVERVIEW

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

2. THE PRESENT STATUS OF THE COMPANY

The Company has not been carrying any manufacturing operations since last few years. The Company is taken over by Mr. Varghese Kurian after execution of share purchase agreement and completion of open offer as per the requirements of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2015. Our Company has altered the object clause of the Company in the Extra-ordinary General meeting held on 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.

3. OUTLOOK OPPORTUNITIES AND THREATS

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

4. FINANCIAL RESULTS

Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
Income		
- Other Income	22,000	14,000
Profit/Loss before Tax and Depreciation	(48,09,000)	(1,16,21,000)
Less: Depreciation	4,16,000	5,27,000
Profit/Loss after Depreciation but before Tax	(52,25,000)	(1,21,48,000)
Less: Tax Expenses	-	-
Profit/Loss after Tax	(52,25,000)	(1,21,48,000)
Earnings Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	(0.28)	(0.64)

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5. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 18.96 Crores. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

6. DIVIDEND

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

7. TRANSFER TO RESERVES

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

8. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

There are no subsidiaries, associates and joint venture companies.

9. DEPOSITS

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

10. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

The Company 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 M/s. Venkit & Hari,

Chartered Accountants, Kochi as Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of the Companies Act, 2013, the Board of Directors has adopted Internal Financial Control Policy which has also been hosted on Company's Website.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Jeeben Varghese Kurian, Chief Executive Officer of the Company, appointed as Director cum CEO with effect from 14th September, 2018.

After the closure of financial year 2018-19, Ms. Ansia A has resigned from the post of Company Secretary and Compliance Officer with effect from 17th May 2019 and with effect from the said date Ms. Jugunu S Nair appointed as the Company Secretary and Compliance Officer.

At the ensuing annual general meeting Mrs. Lizhyamma Kurian retires by rotation and being eligible, offers herself for re-appointment.

12. DIRECTOR`S RESPONSIBILITY STATEMENT

In terms of Section 134 of the Companies Act, 2013, we, the Directors of Tecil Chemicals And Hydro Power Limited, state in respect of Financial Year 2018-2019 that:

a) In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the Annual Accounts on a going concern basis;

e) The Directors have ensured that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f) The Directors reviewed that systems are in compliance with the provisions of all applicable laws and were in place and were adequate and operating effectively.

13. INDEPENDENT DIRECTORS

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

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

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

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

During the year under review, the Independent Directors met on 23rd July 2018 inter alia, to discuss:

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

(b) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.

(c) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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

14. DECLARATION BY INDEPENDENT DIRECTORS

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

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

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

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

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

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

16. NOMINATION AND REMUNERATION POLICY

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2019, the Board had seven members, three of whom were executive or whole-time directors and four were independent directors. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration policy including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulations, 2015, and the same has been hosted on the Company's Website.

17. COMMITTEES OF THE BOARD

As on March 31, 2019, the Board had three committees: the audit committee, the nomination and

remuneration committee and the stakeholder's relationship committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

18. MEETINGS

A Calendar of Meetings is prepared and circulated in advance to the Directors. There were five (5) Board Meetings, Four (4) Share Transfer and Stakeholders Relationship Committee Meetings and Five (5) Audit Committee Meetings and Three (3) meeting of Nomination and Remuneration Committee convened and held during the year. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013 and Secretarial Standards.

Nomination and Remuneration Committee Meetings Held During the Year

Sr. No.	Date on which the Commmittee Meeting was held	Total Strength of the Committee	No. of Members Present
1	28-05-2018	3	3
2	23-07-2018	3	3
3	25-01-2019	3	2

Board Meetings Held During the Year

Sr. No.	Date on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1	09-04-2018	8	5
2	28-05-2018	8	8
3	23-07-2018	8	6
4	26-10-2018	8	6
5	25-01-2019	8	5

Stakeholders Relationship Committee Meetings Held During the Year

Sr. No.	Date on which the Commmittee Meeting was held	Total Strength of the Committee	No. of Members Present
1	28-05-2018	3	3
2	23-07-2018	3	3
3	26-10-2018	3	3
4	25-01-2019	3	2

Audit Committee Meetings Held During the Year

Sr. No.	Date on which the Commmittee Meeting was held	Total Strength of the Committee	No. of Members Present
1	09-04-2018	3	3
2	28-05-2018	3	3
3	23-07-2018	3	3
4	26-10-2018	3	3
5	25-01-2019	3	2

19. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

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

20. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

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

21. EXTRACT OF ANNUAL RETURN

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

22. STATUTORY AUDITOR

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

23. AUDITOR'S REPORT

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

24. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed CS. Harikrishnan R Nair, Practicing Company Secretary, Trivandrum to undertake the Secretarial Audit of the Company for the FY 2018-19. The Secretarial Audit Report and Secretarial compliance report on the Secretarial and Legal compliances of the Company for the FY 2018-19 is enclosed as "Annexure C" and forms part of Director's Report.

25. INTERNAL AUDIT

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, the Board of Directors on recommendation of Audit Committee appointed M/s. Venkit & Hari, Chartered Accountants, Kochi to undertake the Internal Audit of the Company for the FY 2018-19.

26. RELATED PARTY TRANSACTIONS

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

27. PARTICULARS OF EMPLOYEES

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of

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

28. REGISTAR AND SHARE TRANFER AGENT OF THE COMPANY

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

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

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

30. CORPORATE GOVERNANCE

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

31. ENHANCING SHAREHOLDERS VALUE

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

32. RISK AND CONCERN

Pursuant to the requirement of Section 134 (3) (n) of the Companies Act, 2013, the Board of Directors of the Company has adopted Risk Management Policy. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The detailed risk management policy has been hosted on the website of the Company.

There are no perceived risks in the present activity.

33. HUMAN RESOURCES

The Company continues to maintain cordial relations with its employees.

34. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives,

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

35. ACKNOWLEDGEMENT

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

BY ORDER OF THE BOARD OF DIRECTORS

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

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

Place: KOCHI
Date: 23rd July, 2019

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.

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

ANNEXURE B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS:

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

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

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

i) Category-wise Share Holding

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

B. TABLE-III - STATEMENT SHOWING SHAREHOLDING PATTERN OF PUBLIC SHAREHOLDER									
(1) Institutions									
a) Mutual Funds	0	118930	118930	.06	0	11930	11930	.006	0
b) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0
d) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0
e) Foreign Portfolio Investors	0	0	0	0.00	0	0	0	0.00	0
f) Financial Institutions / Banks	0	1043640	1043640	5.50	954440	143640	1098080	5.79	.29
g) Insurance Companies	0	119760	119760	0.63	0	65320	65320	0.34	.29
h) Provident Funds / Pension Funds	0	0	0	0.00	0	0	0	0.00	0
i) Any Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	**0**	**1282330**	**1282330**	**6.76**	**954440**	**220890**	**1175330**	**6.20**	**0**
(2) Central Government / State Govern-ment/ President of India	0	436270	436270	2.30	0	436270	436270	2.30	0
SUB TOTAL (B)(2)	**0**	**436270**	**436270**	**2.30**	**0**	**436270**	**436270**	**2.30**	**0**
(3) Non Institutions									
(a) i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	0	7119103	7119103	37.54	107139	6953944	7061083	37.23	.31
(a) ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	1033260	1033260	5.45	392210	521860	914070	8.2	2.75

b) NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0
c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0
d) Overseas Depositories (holding DR) balancing figure	0	0	0	0.00	0	0	0	0.00	0
e) Any Others (specify)	0	277645	277645	1.46	333930	227925	561855	2.96	1.5
SUB TOTAL (B)(3)	**0**	**9435843**	**9435843**	**49.76**	**833279**	**7703729**	**8537008**	**45.02**	**0.00**
Total Public Shareholding (B)= (B)(1)+ (B)(2)+(B)(3)	**0**	**11418043**	**11418043**	**60.21**	**0**	**10148608**	**10156938**	**53.55**	**0.00**
C. TABLE IV - STATEMENT SHOWING SHAREHOLDING PATTERN OF NON- PROMOTER - NON- PROMOTER SHAREHOLDER									
1. Custodian / DR Holder - Name of DR Holder (If Available)	0	0	0	0.00	0	0	0	0.00	0
2. Employee Benefit Trust (Under SEBI (Share Based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0
Total Non-Promoter - Non - Public Shareholding (C) (1) + (C) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**
Grand Total (A+B+C2)	**0**	**18963700**	**18963700**	**100**	**0**	**18963700**	**18963700**	**100**	**0**
Grand Total (A+B+C)	**0**	**18963700**	**18963700**	**100**	**0**	**18963700**	**18963700**	**100**	**0**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	
1	VARGHESE KURIAN	8815092	46.48	0	8815092	46.48	0	-
	Total	**8815092**	**46.48**	**0**	**8815092**	**46.48**	**0**	**-**

(iii) Change in Promoter's Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reason	Cumulative Shareholding during the Year	
		No. of Shares	% of total Share		No. of Shares	% of total Share
1.	VARGHESE KURIAN	8815092	46.48	NA	8815092	46.48

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

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

Sr. No.	Name of Top Ten Shareholders	Folio No.	Shareholding at the End of the Year		Cumulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Canara Bank	C10005	900000	4.75	NIL	NIL
2	Kerala State Industrial Development Corporation	K00227	296270	1.56	NIL	NIL
3	Shaji K Mathew	S091615	202400	1.06	NIL	NIL
4	Kanta Chowdhary	K00236	189810	1.00	NIL	NIL
5	Lizhyamma Kurian	00000006	167980	.89	NIL	NIL
6	The Govt. of Kerala	T00056	140000	0.74	NIL	NIL
7	ICICI Bank Ltd.	I00725	130000	0.69	NIL	NIL
8	CRB Trustee Ltd.	C10004	101650	0.53	NIL	NIL
9	Lakhani Kan Hassomal	L10203	100000	0.52	NIL	NIL
10	Nanda Nitin Dadia	'N02087	94450	0.50	NIL	NIL

(v) Shareholding of Directors and Key Managerial Personnel :

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

Sr. No.	Name of Directors and KMP	Folio No.	Shareholding at the end of the Year		Cummulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	VARGHESE KURIAN	V090594	8815092	46.48	NIL	NIL
2.	SHAJI K MATHEW	'S091615	202400	1.07	NIL	NIL
3.	P RADHAKRISHANAN NAIR	'P090638	100	0.00	NIL	NIL
4.	VIJAYAKUMAR P P	'P090637	100	0.00	NIL	NIL
5.	TOBY ANTONY	T20917, T00751	150	0.00	NIL	NIL
6.	S.R.S. IYER	S20000, S20912	200	0.00	NIL	NIL
7.	LIZHYAMMA KURIAN	00000006	167980	0.89	NIL	NIL
8.	JEEBEN VARGHESE KURIAN	00000007	49150	0.26	NIL	NIL
	TOTAL		**9260652**	**48.83**	**NIL**	**NIL**

(V) INDEBTEDNESS

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

NIL DURING THE YEAR

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sr. No.	Particulars of Remuneration	Shri. Toby Antony (Non-Executive Independent Director)	Shri. P Radha-krishnan Nair (Non-Executive Independent Director)	Shri. Vijayakumar P P (Non-Executive Independent Director)	Shri. Madhavan Thundil Biju (Independent Director)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0
2	Stock option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0

Sr. No.	Particulars of Remuneration	Shri. Toby Antony (Non-Executive Independent Director)	Shri. P Radha-krishnan Nair (Non-Executive Independent Director)	Shri. Vijayakumar P P (Non-Executive Independent Director)	Shri. Madhavan Thundil Biju (Independent Director)	Total
4	Commission as % of profit others (specify)	 0 0	 0 0	 0 0	 0 0	 0 0
5	Others, (Sitting fees)	25,000	10,000	12,500	10,000	1,02,500
	Total (A)	**25,000**	**10,000**	**12, 500**	**10,000**	**1,02,500**
	Ceiling as per the Act					

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

Sr. No.	Particulars of Remuneration	RAMASUBRAMONIA IYER (CFO)	CS ANSIA A (CS)	Total
1	**Gross Salary** (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,40,000	163800	4,03,800
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission a. as % of profit b. Others, specify	0 0 0	0 0 0	0 0 0
5	Others, please specify	0	0	0
	Total	**2,40,000**	**1,63,800**	**4,03,800**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

ANNEXURE C

Form No: MR- 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 has complied with the Statutory provisions listed hereunder and also that the Company has followed proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 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) Rues, 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 (Buy back 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 2,17,130 equity shares form the off market constituting 1.145% of the sharers 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-Promoters	2,17,130	21,71,300	1.145
B	By off market purchase-Others	15,560	1,55,600	0.082
	Total	**2,32,690**	**23,26,900**	**1.227**

vi) During the year the promoters Mr.Varghese Kurian and Ms. Lizhyamma Kurian have demated their shareholdings in the company and the promoter Mr. Jeeben Varghese Kurian is the process of dematerialising the shares held by him in the Company.

Sd/-
CS Harikrishnan R
Practicing Company Secretary

Place: Trivandrum
Date: 17th May, 2019

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

ANNEXURE I

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

Our Secretarial Audit Report for the financial year 31st March, 2019 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/-
CS Harikrishnan R
Practicing Company Secretary

Place: Trivandrum
Date: 17th May, 2019

SECRETARIAL COMPLIANCE REPORT OF TECIL CHEMICAL AND HYDRO POWER LIMITED FOR THE YEAR ENDED 31-03-2019

I have examined:

(a) all the documents and records made available to us and explanation provided by CS Ansia, Company Secretary of M/s Tecil 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 document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31-03-2019("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;

(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;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil	Nil	Nil	Nil	Nil

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended… (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Nil	Nil	Nil	Nil	Nil

Place: Trivandrum
Date: 17th May, 2019

Sd/-
CS Harikrishnan R
ACS/ FCS No.:4915
C P No.:3132

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31st MARCH, 2019

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

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

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

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

i. None of the Directors on the Board is a Member of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on 31st March, 2019 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, 2019, Five (5) Meetings of the Board of Directors were held as on 09-04-2018, 28-05-2018,23-07-2018, 26-10-2018 and 25-01-2018.

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

Name of Director	Category	No.of Board Meetings attended during 2018-19	Whether attended last AGM	No.of Directorship in other Limited Companies	No. of membership of Committees in other Companies	No. of Chairmanship of Committees in other Companies
Mr. Varghese Kurian	Chairman and MD	3	Yes	3	Nil	Nil
Mrs. Lizhyamma Kurian	Executive Director	1	No	Nil	Nil	Nil
Mr. Shaji K Mathew	Executive Director	5	Yes	Nil	Nil	Nil
Mr.Jeeben Varghese Kurian	CEO, Executive Director	2	No	Nil	Nil	Nil
Mr.Parameswaran Radhakrishnan Nair	Independent Director	5	Yes	Nil	Nil	Nil
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	4	Yes	Nil	Nil	Nil
Mr. Toby Antony	Independent Director	5	Yes	1	3	Nil
Mr. Madhavan Thundil Biju	Independent Director	5	Yes	Nil	Nil	Nil

3. BOARD COMMITTEES

The Board has constituted the following Committees of Directors:

(a) AUDIT COMMITTEE :

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

i. Terms of Reference:

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

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

ii. Composition

During the year, 2018-2019 under the review 5 Meetings of the Audit Committee were held on 09-04-2018, 28-05-2018,23-07-2018, 26-10-2018 and 25-01-2018.The attendance of Members is as follows:

Name	Category	Meetings during 2018-2019	
		Held	Attended
Mr.Shaji K Mathew	Executive Director	5	5
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	5	4
Mr.Parameswaran Radhakrishnan Nair	Independent Director	5	5

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 interalia include the following -

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

(ii) Composition

The Stakeholders Relationship Committee met Four (4) times during the 2018-2019 on 28-05-2018, 23-07-2018, 26-10-2018, 25-01-2019. The attendance of the Members is as follows:

Name	Category	Meetings during 2018-2019	
		Held	Attended
Mr. Shaji K Mathew	Executive Director	4	4
Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Independent Director	4	3
Mr.Parameswaran Radhakrishnan Nair	Independent Director	4	3

Details of Complaints:

- No. of Shareholders' Complaints received during the year : 10
- No. of Complaints resolved to the satisfaction of shareholders : 10
- 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 three times during the financial year 2018-2019 on 28-05-2018, 23-07-2018 and 25-01-2019.

Name	Category	Meetings during 2018-2019	
		Held	Attended
Mr.Mr.Puthuparambil Parameswaran Pillai Vijayakumar	Chairman	3	2
Mr.Madhavan Thundil Biju	Member	3	3
Mr.Parameswaran Radhakrishnan Nair	Member	3	3

iii. Details of Remuneration for the year ended March 31, 2019:

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 2018-2019.

(d) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 23rd July 2018 inter alia, to discuss:

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

(ii) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.

(iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

4. BOARD EFFECTIVENESS

a. Familiarization Programme for the Independent Directors

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

b. Performance Evaluation of the Board and Individual Directors

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

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

c. Key Managerial Personnel

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

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

5. GENERAL BODY MEETINGS

(a) Location and time of the last three 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
2016-2017	28/09/2017	04.00 p.m.	Tecil Premises, P.O.Chingavanam - 686 531, Dist-Kottrayam, Kerala
2015-2016	10/09/2016	10:00 a.m.	Tecil Premises, P.O.Chingavanam - 686 531, Dist-Kottrayam, Kerala

(b) Whether Special Resolutions were put through postal ballot last year : No

(c) Are votes proposed to be conducted through postal ballot this year : No

Extra-ordinary General Meeting

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

6. OTHER DISCLOSURES

(a) DISCLOSURE OF ACCOUNTING TREATMENT

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

(b) DISCLOSURES ON RISK MANAGEMENT

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

(c) DETAILS OF NON-COMPLIANCE

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

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

The Board of Directors in its meeting dated 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 Polices which are adopted as follows -

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

(e) VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

(f) PREVENTION OF INSIDER POLICY

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

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

relating to the Company. Transaction for dealing in the prescribed volume of the security of the Company during the prescribed time requires prior approval from the Company.

The Board of Directors in its meeting held on 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.

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 20th September, 2019, Friday at 3:00 p.m. at Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001.

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

Tentative Schedule

Unaudited Results for quarter ending June 30, 2018	:	up to 14th August, 2018
Unaudited Results for quarter ending September 30, 2018	:	up to 13th November, 2018
Unaudited Results for quarter ending December 31, 2018	:	up to 15th February, 2018
Audited Annual Accounts for year ending March 31, 2019	:	up to 30th May, 2019

(c) **Book Closure period:** 13th September, 2019 to 20th September, 2019 (both days inclusive).

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

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

The Company's securities are listed at:

1. **Bombay Stock Exchange Limited (BSE)**
   Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

2. **National Stock Exchange of India Limited (NSE)**
   Department of Corporate Services, Plot No. C/1, G Block,
   Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

(f) **Subsidiary Companies**

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

(g) **Stock Market Data**

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

(h) **Stock Code:** 506680

(i) **Registrar and Transfer Agent**
Cameo Corporate Services Limited
"Subramanian Building", #1, Club House Road, Chennai 600 002 - India.
Tel. No 044 - 28460390. E-mail id : cameo@cameoindia.com

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

Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Stakeholders Relationship Committee meets periodically. The total Number of Shares transferred during the financial year under review is 2,32,690 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 31.03.2019**

i. Distribution of Shareholding as on 31st March, 2019:

No.of Shares	No. of Shareholder	% of Holding
Up to 500	20425	24.2230
501-1000	1052	4.6289
1001-2000	406	3.2562
2001-3000	85	1.1457
3001-4000	31	0.5751
4001-5000	29	0.7236
5001-10000	45	1.8240
10001 & Above	40	63.6232
Total	**22,113**	**100**

ii. Shareholding pattern as at 31st March, 2019:

	No. of Shares Held	% of Total Shares
Promoter Group	8815092	46.48
Mutual Funds	11930	.06
Banks & FIs	1098080	5.79
Insurance Companies	65320	0.34
Central / State Governments	436270	2.30
Corporate Bodies	361765	1.91
Public and Others	7978103	42.1
NRIs / Foreign Nationals	197140	1.04
TOTAL	**18963700**	**100**

(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 2019-2020 to Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)

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

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

(p) **Redressal of Shareholders Grievance**

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

Tecil Chemicals And Hydro Power Limited
1st Floor, Anjana Complex, Vytilla - Aroor Bye Pass Road, Kundannoor,
Kochi, Kerala-682304 Ph: 0484-2707015, 2707016, 2707017

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

(q) **Postal Ballot:**

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

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

DECLARATION

As provided under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

Place: KOCHI
Date: 23rd July, 2019

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

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, 2019 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the Financial Statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of our knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. We have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee.

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

Place: KOCHI
Date: 23rd July, 2019

Sd/-
JEEBEN VARGHESE
CEO

Sd/-
RAMASUBRAMONIA IYER
CFO

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

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

We have examined the compliance of conditions of Corporate Governance by TECIL CHEMICALS AND HYDRO POWER LIMITED for the year ended 31st March, 2019 as stipulated in Regulation 17,18,19,20,22,23,25,26,27(2),46(2) (b) to (i) of sub regulation (2) of Regulation 46 and para C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Regulation 17,18,19,20,22,23,25,26,27(2),46(2) (b) to (i) of sub regulation (2) of Regulation 46 and para C, D & E of Schedule V of the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2019.

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

FOR M HAZEEM & ASSOCIATES.
COMPANY SECRETARIES

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

Place: Trivandrum
Date: 23rd July, 2019

AUDITORS REPORT ON QUARTERLY FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF THE COMPANY PURSUANT TO THE REGULATRION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
Board of Directors of TECIL CHEMICALS AND HYDRO POWER LIMITED

We have audited the financial results of TECIL CHEMICALS AND HYDRO POWER LIMITED for the year ended 31.03.2019, and the year to date results for the period 01.04.2018 to 31.03.2019, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations 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 lead 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 there under 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 profit/loss and other financial information for the quarter ended 31.03.2019 as well as the year to date results for the period from 01.04.2018 to 31.03.2019

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

Sd/-
CA Rajeeva Pai
Partner
MRN: 214230

Place: Cochin -20
Date: 17th May 2019

INDEPENDENT AUDITORS' REPORT

To
The Members of TECIL CHEMICALS & HYDRO POWER LIMITED

Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **TECIL CHEMICAL & HYDRO POWER LIMITED,** which comprise the balance sheet as at March 31, 2019, 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, 2019, and its profit, 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 there under, 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 2016 ('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, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 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, the no remuneration was paid by the Company to its directors during the year is 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 15 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. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

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

Sd/-
CA Rajeeva Pai
Partner
MRN: 214230

Place: Cochin
Date: 17th May 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 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)

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 fixed assets.

   (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 except 2.64 hectors of land subject to re-conveyance of brought in land by the Government. In case of the building constructed on leased land resumed by the Kerala Government, compensation for appeal is pending before the Kerala High Court (Refer Note No 3 to the financial statements).

2. According to the information and explanations given to us and as examined by us, company is not having any inventory for the year ended on 31st March 2019.

3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013.Accordingly, paragraph 3 (iv) 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 and on the basis of our examination of the records of the Company, company is not liable to deduct/accrue in the books of account, any undisputed statutory dues during the year with the appropriate authorities.
   (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable
   (c) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

8 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 or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

9. 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 (ix) of the order is not applicable.

10. 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.

11. In our opinion and according to the information and explanations given to us, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

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. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14 According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

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 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.

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

Sd/-
CA Rajeeva Pai
Partner
MRN: 214230

Place: Cochin
Date: 17th May 2019

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 CHEMICAL 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 CHEMICAL AND HYDRO POWER LIMITED** as at March 31, 2019, 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, 2019, 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
(FRN: 0010793S)

Sd/-
CA Rajeeva Pai
Partner
MRN: 214230

Place: Cochin
Date: 17th May 2019

BALANCE SHEET AS ON 31-03-2019

(₹ in Lakhs)

PARTICULARS	NOTES	As At 31.03.2019	As At 31.03.2018
I ASSETS			
NON-CURRENT ASSETS			
a) Property, Plant and Equipment	1	370.16	377.00
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)		-	-
CURRENT ASSETS			
a) Inventories			
b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Cash and cash equivalents	3	0.18	0.24
(iv) Other Bank Balances	4	0.75	1.66
(v) Loans	5	253.57	254.18
(vi) Other Financial assets		-	-
c) Current Income Tax assets (net)	6	1.04	5.32
d) Other current assets	7	-	-
TOTAL		**625.75**	**638.45**
II EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	8	1,896.37	1,896.37
b) Other Equity	9	(2,963.25)	(2,909.04)
LIABILITIES			
a) Financial Liabilities			
(i) Borrwings	10	92.25	50.50
(ii) Other Financial liabilities		-	-
b) Provisions		-	-
c) Deferred Tax liabilities (net)		-	-
d) Other non-current liabilities		-	-
CURRENT LIABILITIES			
a) Financial Assets		-	-
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Financial liabilities		-	-
b) Other current liabilities	11	1,600.38	1,600.62
c) Provisions		-	-
d) Other current liabilities		-	-
GRAND TOTAL		**625.75**	**638.45**

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 SR Pai & Co
Chartered Accountants
(FRN:010793S)

Sd/-
S Rajeev Pai
Partner
MRN No. 214230

Place : Cochin
Date: 17th May, 2019

For and on behalf of the Board of Directors

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

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2019

(₹ in Lakhs)

SR. NO.	PARTICULARS		NOTES	Year Ended 31-March-2019	Year Ended 31-March-2018
	CONTINUTING OPERATIONS				
	INCOME				
I	Revenue from Operations		-	-	-
II	Other Income		12	0.22	0.14
III	**TOTAL REVENUE**	**(I) + (II)**		**0.22**	**0.14**
IV	**EXPENSES**				
	1 Cost of Materials Consumed			-	-
	2 Purchases of Stock-in-Trade			-	-
	3 Changes in inventories			-	-
	4 Employee Benefit Expense		13	4.40	10.87
	5 Finance costs			-	-
	6 Depreciation & amortization Exp	6.12		-	-
	Less: Tra'fer to Revaluation towards addl depn	1.96		4.16	5.27
	7 Other Expenses		14	43.91	105.48
	8 Provision for Income Tax for Earlier Years			-	-
	TOTAL EXPENSES	**(IV)**		**52.47**	**121.62**
V	Profit before exceptional items & Tax	(IV - V)		(52.25)	(121.48)
VI	EXCEPTIONAL ITEMS			-	-
	Excess Provision written back			-	-
VII	Profit before extraordinary items & Tax	(V - VI)		(52.25)	(121.48)
VIII	EXTRAORDINARY ITEMS			-	-
IX	Profit beforeTax	(VII - VIII)		(52.25)	(121.48)
X	**EXTRAORDINARY ITEMS**				
	1 Current Tax	-		-	
	2 Deferred Tax	-		-	-
XI	Profit (Loss) from continuing operations	(VII - VIII)		(52.25)	(121.48)
XII	Profit (Loss) from discontinuing operations			-	-
XIII	Tax expense of discontinuing operations			-	-
XIV	Profit (Loss) from discontinuing op's after tax	(XII - XIII)		-	-
XV	Profit (Loss) for the period	(XI + XIV)		(52.25)	(121.48)
XVI	Earnings per equity share:				
	1 Basic			(0.28)	(0.64)
	2 Diluted			(0.28)	(0.64)
	See accompanying notes to the financial statements				
	Summary of significant accounting policies			**Seperately Attached**	

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 Balance sheet

For SR Pai & Co
Chartered Accountants
(FRN:010793S)

Sd/-
S Rajeev Pai
Partner
MRN No. 214230

Place : Cochin
Date: 17th May, 2019

For and on behalf of the Board of Directors

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

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

ANNEXURE TO CLAUSE 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR 31ST MARCH, 2019

	Particulars	31-March-2019 (₹ in Lakhs)		31-March-2018 (₹ in Lakhs)	
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) Before Tax		**(52.25)**		**(121.48)**
	Adjusted For :				
	Depreciation Provided	6.12		7.33	
	Interest Received	0.02		-	
	Dividend Received	-		-	
	Profit on Sale of Investments	-		-	
	Profit on Sale of Fixed Assets	-		-	
	Provisions written back	-		-	
	Revaluation Reserve	(1.96)	4.18	(2.06)	5.27
	Operating Profit before Working Capital Changes		**(48.07)**		**(116.21)**
	Adjusted For :				
	Trade and other receivables	-		-	
	Inventories	-		-	
	Loans & Advances	-		-	
	Trade payable and provisions	-	-	(23.57)	(23.57)
	Cash Generated including From Operations :		**(48.07)**		**(139.78)**
	Direct Taxes Paid		-		-
	NET CASH FROM OPERATING ACTIVITIES		**(48.07)**		**(139.78)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Increase in Capital and Reserves	-		-	
	Increase in Fixed Assets	-		-	
	Sales / Decrease of Fixed Assets	0.72		2.79	
	Sale of Investments	-		-	
	Loans received	41.75		50.50	
	Dividend Received	-	42.47	-	53.29
	NET CASH FLOW FROM INVESTING ACTIVITIES		**(5.60)**		**(86.49)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Loss on sale of Assets	-		-	
	Payment of short term liabilities	-		-	
	Loans given / refund	4.28		(17.61)	
	Interest Paid	-	4.28	-	(17.61)
	Net Increase in Cash and Cash Equivalents		**(1.32)**		**(104.10)**
	Cash and Cash equivalents at the Beginning of the Year		1.90		106.00
	Cash and Cash equivalents at the End of the Year		0.58		1.90
	Actual Balance as per Balance Sheet		**0.93**		**1.90**

Note:
1 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
2 Previous Year's fugures have been re-arranged / re-grouped wherever necessary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2019

1. FIXED ASSETS

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2018	Additions	Deductions	Upto 31.3.2019	As on 01.04.2018	For the year	Trans - Adj to Sch II	Upto 31.3.2019	As at 31.3.2019	As on 31.3.2018
a) TANGIBLE ASSETS (OWNED)										
Land (Freehold)	266.62	-	-	266.62	-	-	-	-	266.62	266.62
Buildings	237.21	-	-	237.21	130.41	5.20	-	135.61	101.60	106.80
Furniture & Off Equips	13.48	-	12.94	0.54	12.68	0.05	12.22	0.51	0.03	0.80
Motor Vehicles	16.70	-	-	16.70	13.92	0.87	-	14.79	1.91	2.78
SUB TOTAL	534.01	-	12.94	521.07	157.01	6.12	12.22	150.91	370.16	377.00
b) TANGIBLE ASSETS (LEASED)										
SUB TOTAL	-	-	-	-	-	-	-	-	-	-
b) INTANGIBLE ASSETS										
SUB TOTAL	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL	**534.01**	**-**	**12.94**	**521.07**	**157.01**	**6.12**	**12.22**	**150.91**	**370.16**	**377.00**
PREVIOUS YEAR	**553.27**	**-**	**19.26**	**534.01**	**166.15**	**7.33**	**16.47**	**157.01**	**377.00**	**387.12**

Notes:

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 31.03.2019 includes an amount of Rs.16,228 on account of revaluation of Fixed Assets.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2019

(₹ in Lakhs)

PARTICULARS				As at March 31, 2019	As at March 31, 2018
2. Investments					
A In Government Security (Unquoted)				-	-
			TOTAL (A)	-	-
B OTHER INVESTMENTS					
i. Shares in Joint Stock Companies - Quoted					
Equity Shares of:	Face Value (Current Yr)	No of Shares (Last Yr)	No of Shares		
BOMBAY OXYGEN CORP. LTD	100	5	5	0.01	0.01
			TOTAL (B(i))	0.01	0.01
ii. Shares in Joint Stock Companies - Others					
Equity Shares of:					
CITRIC INDIA LTD	10	-	-	-	-
PUNJAB ANAND BATTERIES LTD	10	50	50	0.01	0.01
GREATER BOMBAY CO-OP BANK LTD	25	100	100	0.03	0.03
			TOTAL (B(ii))	0.04	0.04
			GRAND TOTAL (A) + (B)	**0.05**	**0.05**
3. Cash and cash equivalents					
Cash on hand				0.18	1.24
			Total	**0.18**	**1.24**
4. Bank Balance other than above					
With Scheduled Bank Current Accounts				0.75	1.66
			Total	**0.75**	**1.66**
5. Loans (Unsecured, considered good)					
Inter Corporate Deposit				-	-
Advances to security Deposits				253.57	254.18
			Total	**253.57**	**254.18**
6. Income tax Assets(Net)					
Income Tax Assets				1.04	5.32
			Total	**1.04**	**5.32**
7. Other Current assets (net)					
Advances Recoverable in cash or kind				-	-
			Total	**-**	**-**

8. Share capital	**Number of shares**	**Amount**	**Number of shares**	**Amount**
a. Authorised				
Equity Shares:	20,000,000	2,000	20,000,000	2,000
Preference Shares:	1,000,000	1,000	1,000,000	1,000
Outstanding at the end of the period	21,000,000	3,000	21,000,000	3,000
b Issued, subscribed & fully paid up				
Opening / closing balance	-	-		
(Equity shares of Rs.13 each)	18,963,700	1,896.37	18,963,700	1,896.37
Total	**18,963,700**	**1,896.37**	**18,963,700**	**1,896.37**

Reconciliation of the Shares outstanding at the beginning and at the end of reporting period

	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity shares outstanding at the beginning and end of the year	18,963,700	1,896.37	18,963,700	1,896.37

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2019

(₹ in Lakhs)

PARTICULARS		As at March 31, 2019	As at March 31, 2018
9. RESERVES AND SURPLUS			
a. Capital Redumption Reserve (As per Last Balance Sheet)		84.43	84.43
b. Shares Forfeited account (As per last Balance Sheet)		164.80	164.80
c. Securities Premium (As per Last Balance Sheet)		1,393.30	1,393.30
d. Securities Premium Forfeited (As per Last Balance Sheet)		329.60	329.60
e. Fixed Assets Revaluation Reserve -			
- As per last Balance Sheet	164.24		
Less: Adjustments during the year:			
(a) Transfer to Depreciation Account	1.96		
(b) Transfer on a/c of Assets disposed	-	162.28	164.24
	TOTAL	2,134.41	2,136.37
Less: Debit Balance of Profit and Loss Account			
- As per last Balance Sheet	5,045.41		
Add / (Less): Current Year Loss (Profit)	52.25	5,097.66	5,045.41
	GRAND TOTAL	**(2,963.25)**	**(2,909.04)**
10 BORROWINGS (Unsecured)			
Varghese Kurian		82.25	49.50
Shaji Mathew		10.00	1.00
	TOTAL	**92.25**	**50.50**
11 OTHER CURRENT LIABILITIES			
Sundry Creditors		1,600.38	1,600.62
	TOTAL	**1,600.38**	**1,600.62**
12 OTHER INCOME			
Sundry Sales		-	-
Interest Received		0.22	0.14
Compensation Received		-	-
	TOTAL	**0.22**	**0.14**
13 EMPLOYEE'S BENEFITS EXPENSES			
Salaries, wages and bonus		4.04	5.96
Employees Welfare Expenses		-	-
Provident Fund		0.36	0.49
Compensation paid		-	0.67
Ex-gratia paid		-	3.75
	TOTAL	**4.40**	**10.87**
14 OTHER EXPENSES			
Rent Paid		-	0.57
Rates & Taxes		0.26	2.02
Repairs & Maintanance - Others		5.30	7.94
Travelling expenses		2.82	12.38
Motor Car Expenses		-	0.22
Professional charges		7.29	23.59

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2019

(₹ in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Directors' Sitting Fees	0.48	1.03
Audit Fee	0.35	0.35
Electricity charges	0.03	7.10
Bank Charges	0.02	0.05
Telephone & Telex charges	0.13	0.72
Postage & Courier Expenses	11.34	2.02
Stationary & Printing charges	4.28	3.80
Annual Listing Fee	7.26	24.65
A.G.M. Expenses	0.68	9.14
Share Registry expenses	0.71	4.02
Office Maintenance Expenses	-	2.31
Loss of sale of Motor vehicles	-	1.96
Old Balances/Bad debts written off	1.09	-
Web Designing / Web Regn exp	0.05	0.05
Unusable Assets written off	0.72	0.32
General Charges (Advt Charges)	1.10	1.24
TOTAL	**43.91**	**105.48**

14. NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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 adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015 as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs"). Company has prepared its financial statements for the period ended 31st March 2018 in accordance with Ind AS, are the first financial statements, the company has prepared in accordance with Ind AS. The Company continue to prepare its financial statements for the year ended March 31, 2019 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.

15. 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:

Particulars	Amount (In Rupees)	
Salary	Nil	(Nil)
Perqusites	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:

March 31st of ->	2019	2018
Profit (Loss) as per Profit and Loss Account	(5,118.00)	(12,147.00)
Less : i. Depreciation charged to A/c's	416.00	527.00
ii. Directors Sitting fees	47.50	103.00
iii. Remuneration to MD	Nil	Nil
Business Profit (Loss)	(5,066.34)	(11,517.00)
Less / Add : Depreciation as per Act	-	-
Total Profit for the year	(5,066.34)	(11,517.00)
Add : C/f (Losses) from earlier years	(5,04,541.00)	(4,92,393.00)
(Losses) under section 198	(509606.00)	(503910.00)

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. **Sale of surplus land at Chingavanam:**

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

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

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

C. **Arbitration Award:**

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

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

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

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

5. Fundamental accounting assumption regarding Going Concern.

The Board of Directors of the Company has been continuously exploring new avenues of

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

6. Quantitative Details

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

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

Traded Goods -

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

		During 2019	During 2018
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 Imports - Raw materials / Spares / Capital goods	NIL	NIL
10.	Capital Commitments	NIL	NIL

11. The Companies in which the Directors are associated have filed the annual 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 weighted average number of equity shares outstanding for the year.

13.2 Calculation of Basic Earnings per share

Sr. No.	Particulars	Equivalent number of shares for the year	
		2018-2019	2017-2018
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)	(5,118.00)	(12,148.00)
4	Nominal value of Shares	Rs. 10.00	Rs. 10.00
5	Earning per Share	(0.27)	(0.64)

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,
Parameswaran Radhakrishnan Nair,
Toby Antony,
Puthuparambil ParameswaranPillai Vijayakumar,
Jeeben Varghese Kurian,
CS Ansia A
Rama Subramonia Iyer

Related Party Transactions

Transcations	Associate and Group Co. Rs.	Key Management Personnel/Rs.	Total Rs.
Opening Balance receivable	Nil	Nil	Nil
Opening Balance payable	Nil	5050000.00/-	5050000.00/-
Finance Provided including loans given	Nil	Nil	Nil
Amount received	Nil	4175000.00/-	4175000.00/-
Outstanding Balance receivable	Nil	Nil	Nil
Outstanding Balance payable	Nil	9225000.00/-	9225000.00/-
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 2018-19. 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.

In terms of our report attached of the Even date

for and on behalf of the Board of Directors

For SR Pai & Co
Chartered Accountants

Sd/-
S Rajeeva Pai
Partner
MRN No. 214230

Place : Cochin - 20
Date: 17th May, 2019

Sd/-
Varghese Kurian
Chairman and C.E.O
DIN NO.: 01114947

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

Courier

If undelivered please return to :
TECIL CHEMICALS AND HYDRO POWER LTD.
P.O. Chingavanam,
Dist. Kottayam, Kerala – 686 531