

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

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



CORPORATE OFFICE

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

Date: 24th February, 2018

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 VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE EXTRA-ORDINARY GENERAL MEETING AS PER REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

Dear Sirs,

This is to inform that the Extra-Ordinary General Meeting of the Company was held on Friday, 23rd February, 2018 at 03:00 p.m. at Hotel Aida, Main Central Road, Dist. Kottayam, Kerala – 686 001 and got concluded at 05:00 p.m.

Please find enclosed the following disclosures pursuant to the Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements), 2015 pertaining to the said Extra-Ordinary General Meeting –

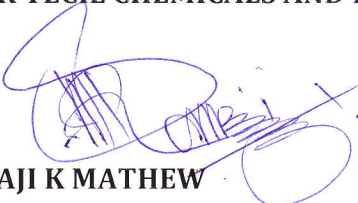
1. Voting Results of the EGM
2. Scrutinizer's Report

You are requested to take this on your records.

Thanking You.

Yours Faithfully,

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED


SHAJI K MATHEW
DIRECTOR
(DIN: 01866682)



Encl:

1. Voting Results of the EGM
2. Scrutinizer's Report

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VOTING RESULTS

Date of the EGM	23 rd February, 2018
Total number of shareholders on record date	22,289
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	43
No. of Shareholders attended the meeting through Video Conferencing	NONE
Promoters and Promoter Group:	
Public:	

RESOLUTION NO. 1: (AS SPECIAL RESOLUTION)

To consider and Alter the Objects Clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution Required:						Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:						No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	8815092	8815092	100	8815092	0	100	0	
			0	0	0	0	0	0	
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0	
Public - Institutions	E-Voting Poll	1718600	0	0	0	0	0	0	
			0	0	0	0	0	0	
	Total	17,18,600	0	0	0	0	0	0	
Public - Non Institutions	E-Voting Poll	8442608	210470	2.50	210470	0	100	0	
			26480	0.31	26480	0	100	0	
	Total	84,42,608	236950	2.81	236950	0	100	0	
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0	

RESOLUTION NO. 2: (AS ORDINARY RESOLUTION)

To appoint Mr. Toby Antony as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution Required:		Ordinary Resolution						
Whether promoter / promoter groups are interested in the agenda / resolution:		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	8815092	8815092	100	8815092	0	100	0
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0
Public - Institutions	E-Voting Poll	1718600	0	0	0	0	0	0
	Total	17,18,600	0	0	0	0	0	0
Public - Non Institutions	E-Voting Poll	8442608	210470	2.50	210470	0	100	0
	Total	84,42,608	26480	0.31	26480	0	100	0
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0

RESOLUTION NO. 3: (AS ORDINARY RESOLUTION)

To appoint Mr. Madhavan Thundil Biju as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution Required:						Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:						No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	8815092	8815092	100	8815092	0	100	0	
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0	
Public - Institutions	E-Voting Poll	1718600	0	0	0	0	0	0	
	Total	17,18,600	0	0	0	0	0	0	
Public - Non Institutions	E-Voting Poll	8442608	210470	2.50	210470	0	100	0	
	Total	84,42,608	26480	0.31	26480	0	100	0	
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0	

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED



**SHAJI K MATHEW
DIRECTOR**



Harikrishnan R

Company Secretary

C.P. No: 3132

"VASUDEVA", T.C. 2/296, PILLAVEEDU NAGAR, KESAVADASAPURAM, PATTOM P O, TRIVANDRUM-695004, KERALA

TELEPHONE: ++ 91-471- 4066498, 4850498, EMAIL: cs@hb-associates.com

FORM NO MGT -13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 2014 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

NAME OF THE COMPANY	Tecil Chemical And Hydro Power Limited
MEETING	Extra-Ordinary General Meeting
DATE & TIME	23 rd February, 2018 at 03.00 P.M.
VENUE	P.O. Chingavanam, Dist. Kottayam, Kerala-686531

Dear Sir,

1. I, **Harikrishnan R**, Practicing Company Secretary, Vallolil, T.C-12/440, Plamoodu, Pattom, Trivandrum-695004, Kerala, was appointed as Scrutinizer by the Board of Directors of **Tecil Chemical And Hydro Power Limited** ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the Extra-Ordinary General Meeting of the Equity Shareholders of the Company held on 23rd February, 2018 at 03.00 P.M. at **Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001** submit my report as under:

2. Dispatch of Notice convening the Meeting

The Notice dated 19th January, 2018 along with statement stating out material facts under Section 102 of the Act were sent to the shareholders on 1st February, 2018 in respect of the below mentioned resolutions proposed at an Extra-Ordinary General Meeting of the Company.



3. Cut-off Date

The Remote E-Voting period begins on Monday, 19th February, 2018 at 09:00 A.M. and will end on Thursday, 22nd February, 2018 at 05:00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th February, 2018, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.

4. Remote e-voting:

(i) Agency

The Company has engaged the services of Central Depository Services Limited (CDSL) as authorized agency to provide Remote E-Voting Facility.

(ii) Remote e-voting:

The Remote E-Voting Platform was open from 09:00 A.M. on Monday, 19th February, 2018 and upto 05:00 P.M. on Thursday, 22nd February, 2018 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by Central Depository Services Limited (CDSL).

5. Voting at the EGM

(i)

Members present in person/through authorized representatives	44
Members present but did not participate in Poll as they had exercised their votes through E-voting-	2
Members present but did not participate in Poll and also did not had exercised their votes through E-voting-	NIL
Members who cast vote through Poll (including Members with multiple folio and shares held in joint names)	42

(ii) After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.

(iii) The locked ballot box was carried by me to Trivandrum and was opened at my office on 24th February, 2018 and the poll papers were taken out and subsequently opened in my presence and they were diligently scrutinized in the presence of two witnesses. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



Manju L

Name: Ms. Manju L

Saritha Ajith

Name: Ms. Saritha Ajith

The vote cast through remote e-voting were unblocked on 22nd February, 2018 at around 05.00 P.M. in presence of above mentioned two witnesses who were not in the employment of the Company.

- (iv) Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "for" or "Against" were downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)
- (v) The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting through Poll at the Meeting on the Resolutions contained in the Notice of an Extra-Ordinary General Meeting. My responsibility as Scrutinizer for the remote e-voting and voting through Poll at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

The combined result of remote E-voting and poll is as under:

VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the EGM	23 rd February, 2018
Total number of shareholders on record date	22289
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	43
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	NIL



Resolution No. 1

To alter the object clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				SPECIAL RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	17,18,600	0	0	0	0	0	0
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	84,42,608	236950	2.81	236950	0	100	0
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0



Resolution No. 2

To appoint Mr. Toby Antony as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				ORDINARY RESOLUTION				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	17,18,600	0	0	0	0	0	0
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	84,42,608	236950	2.81	236950	0	100	0
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0



Resolution No. 3

To appoint Mr. Madhavan Thundil Biju as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				ORDINARY RESOLUTION				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	88,15,092	88,15,092	100	88,15,092	0	100	0
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	17,18,600	0	0	0	0	0	0
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	84,42,608	236950	2.81	236950	0	100	0
Total		189,63,700	90,52,042	47.73	90,52,042	0	100	0



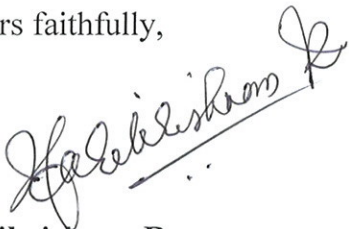
RESULT SUMMARY

Sl. No	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGANIST (%)
1.	To alter the object clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Special Resolution	100	0
2.	To appoint Mr. Toby Antony as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Ordinary Resolution	100	0
3.	To appoint Mr. Madhavan Thundil Biju as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Ordinary Resolution	100	0

The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,



Hari Krishnan R



Practicing Company Secretary



Shaji K Mathew

Chairman

Place: Trivandrum

Date: 25th February, 2018