

72ND ANNUAL REPORT

31ST MARCH, 2017



**TECIL CHEMICALS AND
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

MR. SHREENIWAS B. SOMANI

MR. VARGHESE KURIAN

MRS. LIZHYAMMA KURIAN

MR. SHAJI MATHEW KALLADAYIL

MR. PARAMESWARAN
RADHAKRISHNAN NAIRMR. PUTHUPARAMBIL
PARAMESWARAN PILLAI
VIJAYAKUMAR

MR. PRAKASH CHAND JAIN

MR. GHANSHYAM JOSHI

MRS. SHANTA SOMANI

MR. TOBY ANTONY

COMPLIANCE OFFICER**CHIEF FINANCIAL OFFICER (CFO)****BANKERS****STATUTORY AUDITORS****INTERNAL AUDITORS****REGISTERED OFFICE****CORPORATE OFFICE****REGISTRAR AND
SHARE TRANSFER AGENTS**

CHIEF EXECUTIVE OFFICER (CEO)

CHAIRMAN AND MANAGING DIRECTOR
(with effect from 01/09/2017)WHOLE-TIME DIRECTOR
(with effect from 01/09/2017)WHOLE-TIME DIRECTOR
(with effect from 01/09/2017)NON-EXECUTIVE INDEPENDENT DIRECTOR
(with effect from 01/09/2017)NON-EXECUTIVE INDEPENDENT DIRECTOR
(with effect from 01/09/2017)NON-EXECUTIVE INDEPENDENT DIRECTOR
(up to 01/09/2017)NON-EXECUTIVE INDEPENDENT DIRECTOR
(up to 01/09/2017)WHOLE TIME DIRECTOR
(up to 01/09/2017)NON-EXECUTIVE INDEPENDENT DIRECTOR
(up to 01/09/2017)MISS HARSHALI SHIRODKAR
(up to 01/09/2017)MR. RAMASUBRAMONIA IYER
(up to 01/09/2017)STATE BANK OF INDIA
AND

AXIS BANK LIMITED

M/S. VMD AND COMPANY,
MUMBAIM/S. SARDA SONI ASSOCIATES LLP,
MUMBAIP.O. CHINGAVANAM,
DIST. - KOTTAYAM,
KERALA - 686 531EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD, FORT,
MUMBAI - 400 001LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 PARK,
LAL BAHADUR SHASHRI MARG,
VIKROLI (WEST),
MUMBAI - 400 083Email Id - rnt.helpdesk@linkintime.co.inWEBSITE : www.tecilchemicals.com
E-MAIL ID : tecilchemicals@gmail.com

TECIL CHEMICALS AND HYDRO POWER LIMITED**Registered Office: P.O. CHINGAVANAM, DIST. KOTTAYAM, KERALA – 686 531****CIN No.- L24299KL1945PLC001206****Website: www.tecilchemicals.com****Email Id: tecilchemicals@gmail.com****NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **SEVENTY SECOND ANNUAL GENERAL MEETING** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held at P.O. Chingavanam, Dist. Kottayam, Kerala - 686 531 on **Thursday, 28th September, 2017 at 04:00 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 31/03/2017 and the Report of Board of Director's and Auditors thereon.
2. To consider and if, thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. S. R. Pai & Co., Chartered Accountants (Reg. No. -010793S), be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. VMD & Co., Chartered Accountants (Reg. No. 125002W), whose tenure will conclude at the ensuing Annual General Meeting) to hold office from the conclusion of Seventy Second Annual General Meeting of the Company till the conclusion of Seventy Seventh Annual General Meeting (subject to ratification of their appointment by the Members) of every intervening Annual General Meeting held after this Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to any Tax as may be applicable and re-imbursement of out of pocket expenses incurred by them in connection with audit of the Accounts of the Company."

SPECIAL BUSINESS :

3. **APPOINTMENT OF MR. VARGHESE KURIAN AS REGULAR DIRECTOR DESIGNATED AS MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Varghese Kurian (DIN No. - 01114947), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and hereby given for appointment of Mr. Varghese Kurian (DIN No. -01114947) as Managing Director of the Company for a period of three years with effect from 01st September, 2017 on the terms and conditions as set out in Explanatory Statement annexed to this Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

4. **APPOINTMENT OF MRS. LIZHYAMMA KURIAN AS REGULAR DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR**

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

Ordinary Resolution -

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Lizhyamma Kurian (DIN No. - 01114716), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice along with requisite deposit in writing from her proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and hereby given for appointment of Mrs. Lizhyamma Kurian (DIN No. - 01114716) as Whole Time Director of the Company for a period of three years with effect from 01st September, 2017 on the terms and conditions as set out in Explanatory Statement annexed to this Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

5. APPOINTMENT OF MR. SHAJI MATHEW KALLADAYIL AS REGULAR DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shaji Mathew Kalladayil (DIN No. - 01866682), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice along with requisite deposit in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and hereby given for appointment of Mr. Shaji Mathew Kalladayil (DIN No. - 01866682) as Whole Time Director of the Company for a period of three years with effect from 01st September, 2017 on the terms and conditions as set out in Explanatory Statement annexed to this Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

6. APPOINTMENT OF MR. PARAMESWARAN RADHAKRISHNAN NAIR AS REGULAR DIRECTOR DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Parameswaran Radhakrishnan Nair (DIN No. - 06907573), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Parameswaran

Radhakrishnan Nair (DIN No. - 06907573), be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 01st September, 2017.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

7. APPOINTMENT OF MR. PUTHUPARAMBIL PARAMESWARAN PILLAI VIJAYAKUMAR AS REGULAR DIRECTOR DESIGNATED AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Puthuparambil Parameswaran Pillai Vijayakumar (DIN No. - 06907566), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Puthuparambil Parameswaran Pillai Vijayakumar (DIN No. - 06907566), be and is hereby appointed as Non-Executive Independent Director for a term of five consecutive years with effect from 01st September, 2017.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

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. 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 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 authorized representatives to attend the AGM 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 25th September, 2017 to 28th September, 2017 (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 Link Intime India Private 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 / Link Intime India Private 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 down 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(s) 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 2016-17 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 - Link Intime India 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-Link Intime India Limited at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikroli (West), Mumbai - 400 083. Email id - rnt.helpdesk@linkintime.co.in
19. A Route Map showing directions to reach the venue of the 72nd 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 Annual Report.

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 venue of the AGM) to exercise their right to vote at the 72nd AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Company has appointed Dr. S. K. Jain, 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, 25th September, 2017 at 09:00 A.M. and will end on Wednesday, 27th September, 2017 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 Thursday, 21st September, 2017, 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:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.

For Members holding shares in DEMAT Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio.</p> <ul style="list-style-type: none"> 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)

- (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 out print 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.

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 72nd 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, 25th September, 2017 at 09:00 A.M. and will end on Wednesday, 27th September, 2017 at 05:00 P.M. During this period, Members of the Company, holding shares as on cut-off date i.e. Thursday, 21st September, 2017, 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. Thursday, 21st September, 2017.

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. Dr. Shubh Karan Jain, 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.
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. Thursday, 28th September, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Mr. Varghese Kurian is the Chairman of Bahrain-headquartered multi-billion and multi-sector Al Namal Group and also the Chairman and Promoter of VKL Group in Kerala. He did his civil engineering from SN Engineering College, Kollam, Kerala. After a brief stint with his father's construction Company in Kerala, he landed in the Kingdom of Bahrain in 1986 to look for the proverbial pot of gold at the end of the rainbow. It is a testimony to his proven entrepreneurial ability that the Kerala government has appointed him as the Director of INKEL (Infrastructure Kerala Limited), which has been established to develop the state's infrastructure facilities. In recognition of his remarkable achievements in business and industry and his distinguished services in the field of social work, Mr. Kurian was honoured with the prestigious P V Sami Memorial Industrial and Socio-Cultural Award on September 1, 2013 at the Tagore Centenary Hall in Kozhikode, Kerala. He was also presented with the Human Rights 2012 Award at a ceremony held in Kochi. The award instituted by Human Rights Foundations (HRF), India was presented by Kerala Finance Minister K M Mani. He was also presented with the World Malayalee Council's Outstanding Pravasi Entrepreneur Award in 2009. Mr. Kurian also received the Pravasi Bharatiya Samman, the highest honour conferred on overseas Indians, from Shri. Pranab Mukherjee, President of India, at a glittering ceremony held at Delhi on 9th January, 2014. He is the Chairman of New Horizon School, which is one of the leading Indian educational institutions in Bahrain and also the Chairman of Middle East Hospital and Medical Centres which is the largest private sector state of the art multi-specialty hospital in Bahrain.

The Board of Directors in its meeting held on 01st September 2017 have appointed Mr. Varghese Kurian as an Additional Director and also appointed him as Managing Director of the Company for a period of three

years from 01/09/2017 to 31/08/2020 subject to approval of the Members of the Company at this Annual General Meeting on the terms and conditions and on such remuneration as set out in the appointment letter.

Necessary Resolution seeking approval of the Members of the Company for appointment of Mr. Varghese Kurian as Regular Director and for his appointment as Managing Director of the Company has been proposed at Item No. 3 of the Notice.

The Board of Directors recommend the proposed resolution as set out in Item No. 3 of the Notice for consideration and approval of the Members of the Company.

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

ITEM NO. 4

Mrs. Lizhyamma Kurian is a graduate in English Literature. She has over two decades of experience in directing and managing the working of VKL Group of Companies and Al Namal Group. Through her guidance and right management decisions the Group has prospered and come a long way to be one of the biggest group companies in Kerala.

The Board of Directors in its meeting held on 01st September 2017 have appointed Mrs. Lizhyamma Kurian as an Additional Director and also appointed her as Whole Time Director of the Company for a period of three years from 01/09/2017 to 31/08/2020 subject to approval of the Members of the Company at this Annual General Meeting on the terms and conditions and on such remuneration as set out in the appointment letter.

Necessary Resolution seeking approval of the Members of the Company for appointment of Mrs. Lizhyamma Kurian as Regular Director and for her appointment as Whole Time Director of the Company has been proposed at Item No. 4 of the Notice.

The Board of Directors recommend the proposed resolution as set out in Item No. 4 of the Notice for consideration and approval of the Members of the Company.

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

ITEM NO. 5

Mr. Shaji Mathew Kalladayil holds a diploma in Civil Engineering. He has two decades of experience in the real estate and Construction sector. He has been associated with VKL Group of Companies having their registered office in Cochin, Kerala since its inception as Promoter and Director. He plays a pivotal role in the overall working of VKL Group of Companies and is instrumental in making strategic decisions for the Company.

The Board of Directors in its meeting held on 01st September 2017 have appointed Mr. Shaji Mathew Kalladayil as an Additional Director and also appointed him as Whole Time Director of the Company for a period of three years from 01/09/2017 to 31/08/2020 subject to approval of the Members of the Company at this Annual General Meeting on the terms and conditions and on such remuneration as set out in the appointment letter.

Necessary Resolution seeking approval of the Members of the Company for appointment of Mr. Shaji Mathew Kalladayil as Regular Director and for his appointment as Whole Time Director of the Company has been proposed at Item No. 5 of the Notice.

The Board of Directors recommend the proposed resolution as set out in Item No. 5 of the Notice for consideration and approval of the Members of the Company.

Except Mr. Shaji Mathew Kalladayil, Director of the Company, none of other Directors and Key Managerial Personnel and their relatives are concerned and/or interested in the proposed resolution.