

73RD ANNUAL REPORT

31ST MARCH, 2018



**TECIL CHEMICALS AND
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

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

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

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

P.O. Chingavanam
Dist - Kottayam, Kerala - 686 531
Email ID : tecilchingavanam@gmail.com
PAN NO. : AAAC8096J
CIN NO. : L24299KL1945PLC001206
Webiste : www.tecilchemicals.com



CORPORATE OFFICE

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

NOTICE CONVENING ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jeeben Varghese Kurian (DIN: 06750117), who was appointed as the Chief Executive Officer (CEO) of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from him proposing his candidature for the office of Director, be and is hereby appointed as a Director-cum-CEO of the Company.

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

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

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

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

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

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

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

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

Sd/-

**CS ANSIA A
COMPANY SECRETARY**

Place: Kochi

Date: 23rd July, 2018

Notes:

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

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

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

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

8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
9. Members holding in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited for consolidation into a single folio.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited.
11. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's Website – www.tecilchemicals.com by accessing the icon of Company's Act 2013 Compliance. Members holding shares in physical form should file their nomination form with the Company whilst the Members holding shares in dematerialized form should file their Nomination Form with their DP.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Profile(s) of the Director seeking appointment as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
15. The Annual Report for Financial Year 2017-18 of the Company circulated to the Members of the Company, shall be made available on the Company's website at www.tecilchemicals.com.
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 73rd Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on “General Meeting”.
20. Attendance slip and Proxy Form of the Meeting is annexed with this Notice.
21. Voting through electronic means:-

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

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

- (i) The Remote E-Voting period begins on Monday, 10th September, 2018 at 09:00 A.M. and will end on Thursday, 13th September, 2018 at 05:00 P.M. During this period the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 7th September, 2018, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the E-Voting website www.evotingindia.com.
- (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	<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	Enter the Date of Birth as recorded in your DEMAT Account or in the company records for the said DEMAT Account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your DEMAT account or in the Company records for the said DEMAT account or folio.</p> <ul style="list-style-type: none"> 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)
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(viii) After entering these details appropriately, click on “SUBMIT” tab.

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

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

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

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

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

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

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

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

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

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

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.

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

GENERAL INFORMATION:

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

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

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

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

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

ITEM NO. 2

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

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

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

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

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

ITEM NO. 3

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

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

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

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

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

Place: Kochi
Date: 23rd July, 2018

Sd/-
CS ANSIA A
COMPANY SECRETARY

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

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