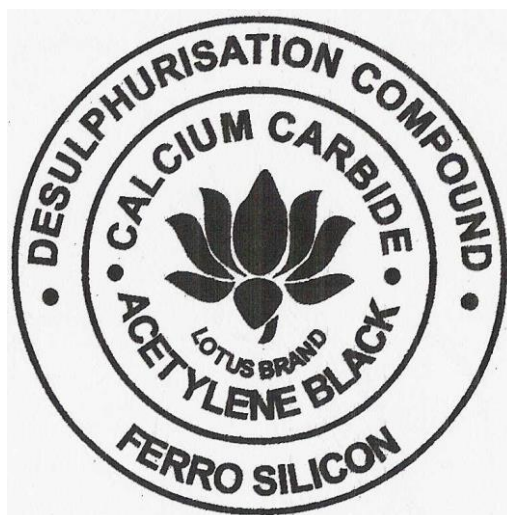


75TH ANNUAL REPORT
31ST MARCH, 2020



**TECIL CHEMICALS AND
HYDRO POWER LIMITED**

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

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTY FIFTH ANNUAL GENERAL MEETING** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531, on **MONDAY, 28th DECEMBER, 2020 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, 2020 and the reports of Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. Shaji Kalladayil Mathew (DIN: 01866682) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount

borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company taken at any time”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Sd/-

JUGUNU S NAIR

Place: Kochi

Date: 26th November 2020

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. 26th December, 2020. 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 21st December, 2020 to 28th December, 2020 (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 2019-20 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
18. 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.
19. 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

20. A Route Map showing directions to reach the venue of the 75th Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on “General Meeting”.

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

22. 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 75th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Company has appointed CS Hari Krishnan 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 Thursday, 24th December, 2020 at 09:00 A.M. and will end on Sunday, 27th December, 2020 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 Monday, 21st December, 2020, 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) |

- (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 75th 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 Thursday, 24th December, 2020 at 09:00 A.M. and will end on Sunday, 27th December, 2020 at 05:00 P.M. During this period, Members of the Company, holding shares as on cut-off date i.e. Monday, 21st December 2020, 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. Monday, 21st December 2020.

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. Monday, 28th December, 2020.

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.

The company plans to develop a 22 Acre Hitech hub, Chingavanam, very near to Kottayam, Kerala, utilizing the rich experience and capabilities of the promoters. The land belongs to the company. The company is in the process of obtaining in principle approval from government to set up the above infrastructure project proposal. For which the company will require huge fund to complete the project. Considering the fund requirement, the board of directors in its meeting held on 26th November 2020 has decided to seek approval of shareholders to enhance the borrowing power of the board and authorization limit to secure the borrowings up to Rs.500 Crore.

Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 500 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which also proposed to increase up to Rs. 500 Crores to securing the borrowings with the assets of the company.

None of the Directors 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**

**Sd/-
JUGUNU S NAIR
COMPANY SECRETARY & COMPLIANCE OFFICER**

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

| | |
|--|------------------------------------|
| Name of the Director | Mr. Shaji Kalladayil Mathew |
| Director Identification Number | 01866682 |
| Date of Birth | 22/03/1972 |
| Nationality | Indian |
| Shareholding in the Company | 202400 |
| 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 |

**BY ORDER OF THE BOARD OF DIRECTORS
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED
Sd/-
JUGUNU S NAIR
COMPANY SECRETARY & COMPLIANCE OFFICER**

**Place: Kochi
Date: 26th November 2020**

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 | 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 |
| Ms. JUGUNU S NAIR | 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