

TRIOCHEM PRODUCTS LIMITED
MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



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Corporate Identity Number : L24249MH1972PLC015544

XBLR Acknowledgement No.: 0704201806150627 Dated 07/04/2018 06:15:06 PM

Ref No: TPL PP 0303 2018

7th April, 2018

To

The Corporate Relationship Department,

BSE Limited

1st Floor, P J Towers,

Dalal Street, Fort, Mumbai: 400001.

Email: corp.relations@bseindia.com

Dear Sir,

Sub: Compliance Report on Corporate Governance

Ref: Security Code No. 512101 – ISIN No.: INE 331 E 01013.

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (ANNEXURE - I and ANNEXURE - II) for the quarter and year ended March 31, 2018.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

For TRIOCHEM PRODUCTS LIMITED

RAMU S. DEORA

DIRECTOR & CEO

DIN: 00312369

Encl.: as above



BSE LTD
ACKNOWLEDGEMENT

| | | | |
|--------------------|--|-------------|--------------------------|
| Acknowledgement No | : 0704201806150627 | Date & Time | : 07/04/2018 06:15:06 PM |
| Scrip Code | : 512101 | | |
| Entity Name | : Triochem Products Limited | | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | | |
| Quarter / Period | : 31/03/2018 | | |
| Mode | : E-Filing | | |





| MSEI Symbol | |
|---------------------------------|---------------------------|
| Scrip code | 512101 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE331E01013 |
| Name of the entity | Triochem Products Limited |
| Date of start of financial year | 01-04-2017 |
| Date of end of financial year | 31-03-2018 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2018 |
| Risk management committee | Not Applicable |

| | |
|--|------------------------|
| Annexure I | |
| Annexure I to be submitted by listed entity on quarterly basis | |
| I. Composition of Board of Directors | |
| Disclosure of notes on composition of board of directors explanatory | Textual Information(1) |
| Is there any change in information of board of directors compare to previous quarter | No |

| Text Block | |
|------------------------|---|
| Textual Information(1) | Promoter Director NE 3 Nos including One Woman Director NE Director BE 1 No. Independent Director NE 2 Nos. |

| Annexure 1 | |
|--|------------------------|
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |
| Is there any change in information of committees compare to previous quarter | No |

| Annexure 1 Text Block | |
|------------------------------|--|
| Textual Information(1) | <p>Audit Committee: No Change in Audit Committee Chairperson Independent Director NE 1, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Member including Chairperson</p> <p>Nomination and Remuneration Committee: No Change in Nomination and Remuneration Committee Chairperson Independent Director NE 1, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Member including Chairperson</p> <p>Stakeholder Relationship Committee: No Change in Stakeholder Relationship Committee Chairperson Independent Director NE 1, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Member including Chairperson</p> |

| Audit Committee Details | | | | | |
|-------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Nomination and remuneration committee | | | | | |
|---------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Stakeholders Relationship Committee | | | | | |
|-------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Risk Management Committee | | | | | |
|---------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Corporate Social Responsibility Committee | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 13-12-2017 | | |
| 2 | | 14-02-2018 | 62 |

| Annexure 1 | | | | | | | |
|--|---------------------------------------|---|--|---------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | Textual Information(1) | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 14-02-2018 | Yes | 3 | 13-12-2017 | 62 | |
| 2 | Nomination and remuneration committee | 14-02-2018 | Yes | 3 | 13-12-2017 | 62 | |
| 3 | Stakeholders Relationship Committee | 14-02-2018 | Yes | 3 | 13-12-2017 | 62 | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | <p>Audit Committee: The Board took a note of these and the same were taken on records.</p> <p>Nomination and Remuneration Committee: The Board took a note of these and the same were taken on records.</p> <p>Stakeholder Relationship Committee: The Board took a note of these and the same were taken on records.</p> |

| Annexure 1 | | | |
|--|--|----------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions | | | Textual Information(1) |
| Disclosure of notes of material transaction with related party | | | Textual Information(2) |

| Text Block | |
|------------------------|---|
| Textual Information(1) | All material relatd party transactions that were entered into during the financial year were on an arm's lenght basis and were on the ordinary course of business. |
| Textual Information(2) | There are no materially significant related party transactions made by the Company with Promoters, Direcotrs, Key Managerial Personnel or other designated persons which have a potential conflict with the interest of the Company at large. |

| Annexure 1 | | |
|------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

| Annexure 1 | | |
|-------------------|-------------------|--------------------------|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Ramu Sitaram Deora |
| 2 | Designation | CEO |

| Text Block | |
|------------------------|--|
| Textual Information(1) | This report submitted in the previous quarter has been put before Board of Director in there meeting held on 14-02-2018. The Board took a note of these and the same were taken on record. |

| Annexure II | | | | |
|--|---|--------------------------------------|---|--------------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.triochemproducts.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.triochemproducts.com |
| 3 | Composition of various committees of board of directors | Yes | | www.triochemproducts.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.triochemproducts.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.triochemproducts.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.triochemproducts.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.triochemproducts.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | www.triochemproducts.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.triochemproducts.com |

| Annexure II | | | | |
|--|---|-------------------------------|--|--------------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.triochemproducts.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.triochemproducts.com |
| 12 | Financial results | Yes | | www.triochemproducts.com |
| 13 | Shareholding pattern | Yes | | www.triochemproducts.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | Yes | | www.triochemproducts.com |
| 15 | New name and the old name of the listed entity | NA | | |
| Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | | | Textual Information(1) |

| | |
|------------------------|--|
| Text Block | |
| Textual Information(1) | Webside of the company comply with all requiemnt listing regulation and updated regularly. |

| Annexure II | | | | |
|--------------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3), (4) | Yes | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6), (7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | NA | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | |
| 2 | Designation | |

| Annexure II | | |
|--------------------------|--|--|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| | Any other information to be provided | |

| Annexure II | | |
|--------------------|-------------------|--------------------|
| 1 | Name of signatory | Ramu Sitaram Deora |
| 2 | Designation | CEO |

| Signatory Details | |
|--------------------------|--------------------|
| Name of signatory | Ramu Sitaram Deora |
| Designation of person | CEO |
| Place | Mumbai |
| Date | 07-04-2018 |



Puran Parmar <puran@amphray.com>

Acknowledgement

BSE Listing Centre <listing.centre@bseindia.com>
To: info@amphray.com

Sat, Apr 7, 2018 at 6:15 PM

Dear Compliance Officer/ Company Secretary,

Thank you for filing compliance document(s)/ submission (s) through BSE Listing Center.

You have successfully filed the document(s) for **Corporate Governance** , which is (are) subject to verification by the Exchange.

Your Transaction Number for this submission is **0704201806150627**.

Note:

1. You may write to us on listing.centre@bseindia.com; for any clarification.
2. Please mention above Transaction Number for any future communication for this submission(s).

Thanks & Regards,

Coordinator

Listing Centre