

# TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



Regd. Office : 4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400 001.  
Tel. : 00 91 (22) 4082 8100 | Fax : 00 91 (22) 4082 8181 | E-mail : info@amphray.com  
Corporate Identity Number : L24249MH1972PLC015544

XBLR Acknowledgement No.: 1304201911145127 Dated 13/04/2019 11:14:52 PM

Ref No: TPL PP 0303 2019

13<sup>th</sup> April, 2019

To

The Corporate Relationship Department,

BSE Limited

1<sup>st</sup> Floor, P J Towers,

Dalal Street, Fort, Mumbai: 400001.

Email: [corp.relations@bseindia.com](mailto: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, 2019.

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	: 1304201911145127	Date & Time : 13/04/2019 11:14:52
Scrip Code	: 512101	
Entity Name	: Triochem Products Limited	
Compliance Type	: Regulation 27(2)- Corporate Governance	
Quarter / Period	: 31/03/2019	
Mode	: E-Filing	

Triochem Products Ltd.

9 \_\_\_\_\_  
Ramu S. Deora  
Director & CEO  
DIN : 00312369



General information about company	
Scrip code	512101
NSE Symbol	
MSEI Symbol	
ISIN	INE331E01013
Name of the entity	Triochem Products Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Triochem Products Ltd.

  
 Ramu S. Deora  
 Director & CEO  
 DIN : 00312369





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)			
Wether the listed entity has a Regular Chairperson												No			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ramu Sitaram Deora	AAMPD2141H	00312369	Non-Executive - Non Independent Director	Chairperson related to Promoter		30-06-1975			1	0	0		
2	Mr	Mahabirprasad Sitaram Deora	AABPD7675F	01073326	Non-Executive - Non Independent Director	Not Applicable		30-06-1975	15-02-2019		1	0	0		
3	Mr	Sunil Satyanarayan Jhunjhunwala	AAEPJ2854M	00312529	Non-Executive - Independent Director	Not Applicable		30-03-2015		60	1	0	2		
4	Mr	Shyam Sunder Sharma	AFXPS9577G	01457322	Non-Executive - Non Independent Director	Not Applicable		28-05-1985			5	0	0		



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															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	Grace Ramu Deora	AHHPD2035Q	00312080	Non-Executive - Non Independent Director	Not Applicable		30-03-2015			1	2	0		
6	Mr	Girish Kumar Banshidhar Pungalia	AABPP4827H	00032757	Non-Executive - Independent Director	Not Applicable		30-03-2015		60	1	2	0		



Text Block	
Textual Information(1)	Promoter Director NE 2 Nos including Woman Director NE, Director NE 1 No. Independent Director NE 2 Nos.



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)



Annexure 1 Text Block	
Textual Information(1)	<p>Audit Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson.</p> <p>Nomination and Remuneration Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson.</p> <p>Stakeholder Relationship Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson.</p>





Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00312529	Sunil Satyanarayan Jhunjhunwala	Non-Executive - Independent Director	Chairperson	29-05-2018		
2	00032757	Girish Kumar Banshidhar Pungalia	Non-Executive - Independent Director	Member	29-05-2018		
3	00312080	Grace Ramu Deora	Non-Executive - Non Independent Director	Member	29-05-2018		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00312529	Sunil Satyanarayan Jhunjhunwala	Non-Executive - Independent Director	Chairperson	29-05-2018		
2	00032757	Girish Kumar Banshidhar Pungalia	Non-Executive - Independent Director	Member	29-05-2018		
3	00312080	Grace Ramu Deora	Non-Executive - Non Independent Director	Member	29-05-2018		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00312529	Sunil Satyanarayan Jhunjhunwala	Non-Executive - Independent Director	Chairperson	29-05-2018		
2	00032757	Girish Kumar Banshidhar Pungalia	Non-Executive - Independent Director	Member	29-05-2018		
3	00312080	Grace Ramu Deora	Non-Executive - Non Independent Director	Member	29-05-2018		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	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			Textual Information(1)	
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)	Notes for not providing Date
1	03-11-2018			
2		09-02-2019		



Text Block	
Textual Information(1)	<p>Audit Committee The Board took a note of these and the same were taken on record</p> <p>Nomination Remuneration Committee The Board took a note of these and the same were taken on record</p> <p>Stakeholder Relations Committee The Board took a note of these and the same were taken on record</p>





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	Reason for not providing date
1	Audit Committee	09-02-2019	Yes	3	03-11-2018	97		
2	Nomination and remuneration committee	09-02-2019	Yes	3	03-11-2018	97		
3	Stakeholders Relationship Committee	09-02-2019	Yes	3	03-11-2018	97		



Text Block	
Textual Information(1)	<p>Audit Committee The Board took a note of these and the same were taken on record</p> <p>Nomination Remuneration Committee The Board took a note of these and the same were taken on record</p> <p>Stakeholder Relations Committee The Board took a note of these and the same were taken on record</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 contract / arrangements / transaction entered by the Company with Related Parties were in ordinary course of business and at arms length basis. The report submitted in the previous quarter has been put before the Board of Directors in there meeting held on 09-02-2019. The Board took a note of these and the same were taken on record.
Textual Information(2)	All contract / arrangements / transaction entered by the Company with Related Parties were in ordinary course of business and at arms length basis. Pursuant to the provision of section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, all Related Party Transactions are placed before the Audit Committee for approval. The report submitted in the previous quarter has been put before the Board of Directors in there meeting held on 09-02-2019. The Board took a note of these and the same were taken on record.



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)	The report submitted in the previous quarter has been put before the Board of Directors in there meeting held on 09-02-2019. The Board took a note of these and the same were takne 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	NA		
15	New name and the old name of the listed entity	NA		



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)	NA	
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)	NA	
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	Ramu Sitaram Deora
2	Designation	CEO

Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369





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

Triochem Products Ltd.




Ramu S. Deora  
Director & CEO  
DIN : 00312369





Signatory Details	
Name of signatory	Ramu Sitaram Deora
Designation of person	CEO
Place	Mumbai
Date	13-04-2019

Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369







क्रमांक 1  
No 1



महाराष्ट्र शासन  
GOVERNMENT OF MAHARASHTRA  
आरोग्य विभाग  
DEPARTMENT OF HEALTH

फार्म-6  
FORM-6



MUNICIPAL CORPORATION OF GREATER MUMBAI A WARD



मृत्यु प्रमाण-पत्र  
DEATH CERTIFICATE

जन्म व मृत्यु नोंदणी अधिनियम, 1969 च्या कलम 12/17 आणि महाराष्ट्र जन्म आणि मृत्यु नोंदणी नियम, 2000 चे नियम 8/13 अन्वये देण्यात आले आहे.

(ISSUED UNDER SECTION 12/17 OF THE REGISTRATION OF BIRTHS & DEATHS ACT, 1969 AND RULE 8/13 OF THE MAHARASHTRA REGISTRATION OF BIRTHS & DEATHS RULES 2000.)

प्रमाणित करण्यात येत आहे की, खालील माहिती मृत्युच्या मूळ अभिलेखाच्या नोंदवरीलून वृत्तमूर्त महानगरपालिका ए विभाग, नालुका मुंबई शहर, जिल्हा मुंबई, राज्याच्या नोंदवरील उल्लेख आहे.  
THIS IS TO CERTIFY THAT THE FOLLOWING INFORMATION HAS BEEN TAKEN FROM THE ORIGINAL RECORD OF DEATH WHICH IS THE REGISTER FOR MUNICIPAL CORPORATION OF GREATER MUMBAI A WARD OF TAHSIL/BLOCK GREATER MUMBAI OF DISTRICT MUMBAI OF STATE/UNION TERRITORY MAHARASHTRA, INDIA.

मृताचे नाव / NAME OF DECEASED : MAHABIRPRASAD SITARAM DEORA

लिंग / SEX: पुरुष / MALE

आधार क्रमांक / UID NO.:  
XXXXXXXX0263

मृत्यु दिनांक / DATE OF DEATH:  
15-02-2019  
FIFTEENTH-FEBRUARY-TWO THOUSAND NINETEEN

मृत्यु ठिकाण / PLACE OF DEATH:

GR. MUMBAI. GREATER MUMBAI. MUMBAI. MAHARASHTRA. / मुंबई शहर, मुंबई शहर, मुंबई, महाराष्ट्र.

मृत व्यक्तीचे वय / AGE OF DECEASED:  
84 YEARS

पत्नी / पत्नी माहिती नाव / NAME OF HUSBAND / WIFE:  
SARABATIBA DEORA

आधार क्रमांक / HUSBAND/WIFE UID NO. :  
---

आईचे पूर्ण नाव / NAME OF MOTHER:  
GIGIBAI DEORA

वडिलांचे पूर्ण नाव / NAME OF FATHER :  
SITARAM DEORA

आधार क्रमांक / MOTHER'S UID NO. :  
---

आधार क्रमांक / FATHER'S UID NO. :  
---

मृत व्यक्तीचा मृत्युसमयीचा पत्ता / ADDRESS OF THE DECEASED AT THE TIME OF DEATH :  
R NO.- 112, 17, FAIRFIELD, 4TH FLOOR, NEAR K.C. COLLEGE.,  
J.T. SHIPAI MALANI MARG, CHURCHGATE, GR. MUMBAI, GREATER MUMBAI, MUMBAI, MAHARASHTRA- 400020

मुंबई शहर, मुंबई शहर, मुंबई,  
महाराष्ट्र- 400020

मृत व्यक्तीचा कायमचा पत्ता / PERMANENT ADDRESS OF DECEASED :

R NO.- 112, 17, FAIRFIELD, 4TH FLOOR, NEAR K.C. COLLEGE., J.T. SHIPAI MALANI MARG,  
CHURCHGATE, GR. MUMBAI, GREATER MUMBAI, MUMBAI, MAHARASHTRA- 400020

मुंबई शहर, मुंबई शहर, मुंबई, महाराष्ट्र- 400020

नोंदणी क्रमांक / REGISTRATION NO:  
D-2019: 27-90258-000328

नोंदणी दिनांक / DATE OF REGISTRATION:  
22-02-2019

शेग / REMARKS (IF ANY):  
DR. MRINAL M. SHAH REG NO.- 1404

निरामित करणारे प्राधिकारी / ISSUING AUTHORITY

उप-रजिस्ट्रार (जन्म व मृत्यु)  
SUB-REGISTRAR (BIRTH & DEATH)  
MUNICIPAL CORPORATION OF GREATER MUMBAI A WARD

प्रमाणपत्र दिव्याचा दिनांक / DATE OF ISSUE:  
22-02-2019

UPDATED ON :  
2019-02-22 15:26:44



Triochem Products Ltd.

Ramu S. Deora  
Director & CEO  
DIN : 00312369

"THIS IS A COMPUTER GENERATED CERTIFICATE WHICH CONTAINS FACSIMILE SIGNATURE OF THE ISSUING AUTHORITY"  
THE GOVT. OF INDIA VIDE CIRCULAR NO. 1/12/2014-VS(CRS) DATED 27-JULY-2015 HAS  
APPROVED THIS CERTIFICATE AS A VALID LEGAL DOCUMENT FOR ALL OFFICIAL PURPOSES.

\* प्रत्येक जन्म आणि मृत्यूची घटना नोंदव्याची खात्री करा \* / ENSURE REGISTRATION OF EVERY BIRTH AND DEATH \*





G. AMPHRAY LABORATORIES

Puran Parmar &lt;puran@amphray.com&gt;

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## Acknowledgement

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BSE Listing Centre &lt;listing.centre@bseindia.com&gt;

Sat, Apr 13, 2019 at 11:14 AM

To: info@amphray.com

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 **1304201911145127**.

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

[Click here to unsubscribe](#)

Triochem Products Ltd.

Ramu S. Deora  
Director & CEO  
DIN : 00312369



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