

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 | www.triochemproducts.com

Corporate Identity Number : L24249MH1972PLC015544

XBLR Acknowledgement No.: 1401202002410127 Dated 14/01/2020 02:41:01 PM

Ref No: TPL PP 1203 2019

14th January, 2020

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 for the quarter ended 31st December, 2019.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

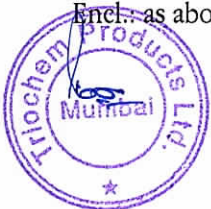
For TRIOCHEM PRODUCTS LIMITED

RAMU S. DEORA

DIRECTOR & CEO

DIN: 00312369

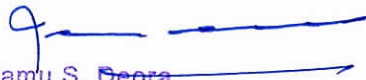
Encl. as above



BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1401202002410127	Date & Time : 14/01/2020 02:41:01 PM
Scrip Code	: 512101	
Entity Name	: Triochem Products Limited	
Compliance Type	: Regulation 27(2)- Corporate Governance	
Quarter / Period	: 31/12/2019	
Mode	: E-Filing	

Triochem Products Ltd.


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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other



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)					
Whether the listed entity has a Regular Chairperson															No	No				
Whether Chairperson is related to MD or CEO															No	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 Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		03-04-1937	No		30-06-1975	24-08-2019			1	0	0	0		
2	Mr	Sunil Satyanarayan Jhunjhunwala	AAEPI2854M	00312529	Non-Executive - Independent Director	Not Applicable		27-05-1962	NA		30-03-2015			60	1	1	0	2		
3	Mr	Shyam Sunder Sharma	AFXPS9577G	01457322	Non-Executive - Non Independent Director	Not Applicable		22-03-1947	NA		28-05-1985	27-08-2016			5	0	0	0		
4	Mrs	Grace Ramu Deora	AHHPD2035Q	00312080	Non-Executive - Non Independent Director	Not Applicable		07-09-1948	NA		30-03-2015	25-08-2018			1	0	2	0		



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 pos of Chairperson in Audit/ Stakeholder Committee held in list entities including this listed entity (Refer Regulation 26(1) of Listing Regulation
5	Mr	Girish Kumar Banshidhar Pungalla	AABPP4827H	00032757	Non- Executive - Independent Director	Not Applicable		05- 10- 1965	NA		30-03-2015			60	1	1	2	0
6	Mr	Rajesh Ramu Deora	ADXPDP0928Q	00312316	Non- Executive - Non Independent Director	Not Applicable		22- 08- 1974	NA		28-05-2019				1	0	0	0



Text Block	
Textual Information(1)	Promoter Director NE 3 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)	Audit Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson. Nomination and Remuneration Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson. Stakeholder Relationship Committee Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson
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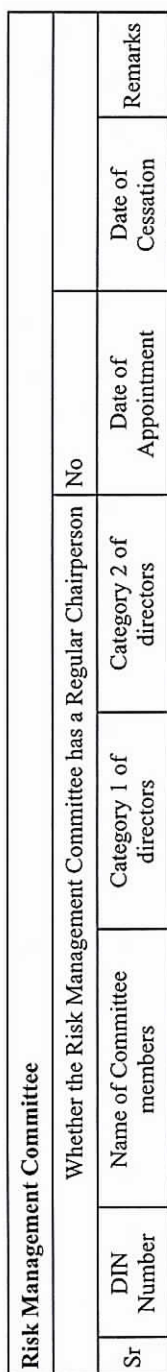
Audit Committee Details							
				Whether the Audit Committee has a Regular Chairperson			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	00312529	Sunil Satyanarayan Jhunjhunwala	Non-Executive - Independent Director	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		

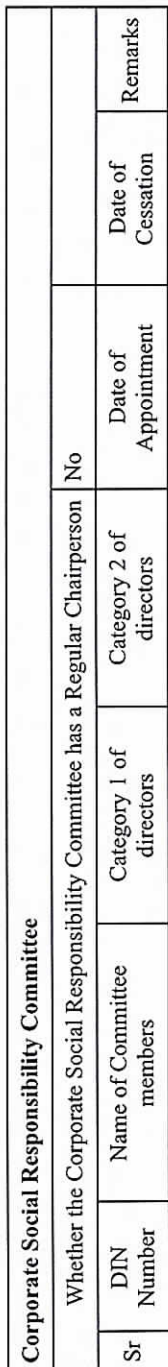


Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00312529	Sunil Satyanarayan Jhunjhunwala	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	03-11-2018		
2	00032757	Girish Kumar Banshidhar Pungalia	Non-Executive - Independent Director	Member	03-11-2018		
3	00312080	Grace Ramu Deora	Non-Executive - Non Independent Director	Member	03-11-2018		







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								
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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	Textual Information(1)	
							No. of Independent Directors attending the meeting*	
1	10-08-2019				Yes	4	2	
2		13-11-2019	94		Yes	4	2	



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



Annexure 1									
IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Textual Information(1)		No. of Independent Directors attending the meeting*
							Number of Directors present*	Number of Directors attending the meeting*	
1	Audit Committee	10-08-2019				Yes	3	2	2
2	Audit Committee	13-11-2019	94			Yes	3	2	2
3	Nomination and remuneration committee	10-08-2019				Yes	3	2	2
4	Nomination and remuneration committee	13-11-2019	94			Yes	3	2	2
5	Stakeholders Relationship Committee	10-08-2019				Yes	3	2	2
6	Stakeholders Relationship Committee	13-11-2019	94			Yes	3	2	2



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



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 13-11-2019. 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 13-11-2019. 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 500 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 13-11-2019. The Board took a note of these and the same were takne on record.



Signatory Details	
Name of signatory	Ramu Sitaram Deora
Designation of person	CEO
Place	Mumbai
Date	14-01-2020