

TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS

Registered Office: 4th Floor, Sambava Chambers, Sir. P. M. Road, Fort, Mumbai, Maharashtra,

PIN: 400001. Telephone: 00 91 (22) 4082 8100 Fax: 00 91 (22) 4082 8181 E-mail: info@amphray.com

Website: www.triochemproducts.com Corporate Identity Number: L24249MH1972PLC015544



XBLR Acknowledgement No.: 1505202008001327 Dated 15/05/2020 08:00:13 PM

Ref No: TPL PP 200303 2020

15th May 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 (ANNEXURE - I and ANNEXURE - II) for the quarter and year ended March 31, 2020.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

For TRIOCHEM PRODUCTS LIMITED

Sd/-

RAMU S. DEORA

DIRECTOR & CEO

DIN: 00312369

Encl.: as above

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	Yearly
Date of Report	31-03-2020
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

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

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 Jhunjunwala	AAEPJ2854M	00312529	Non-Executive - Independent Director	Not Applicable		27-05-1962	NA		30-03-2015	28-03-2020		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 Derora	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																		
Wether 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 positions of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Girish Kumar Banshidhar Pungalia	AABPP4827H	00032757	Non-Executive - Independent Director	Not Applicable		05-10-1965	NA		30-03-2015	28-03-2020		60	1	1	2	0
6	Mr	Rajesh Ramu Deora	ADXPD0928Q	00312316	Non-Executive - Non Independent Director	Not Applicable		22-08-1974	NA		28-05-2019				1	0	0	0

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 Derora	Non-Executive - Non Independent Director	Member	29-08-2018		

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 Derora	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 Derora	Non-Executive - Non Independent Director	Member	03-11-2018		

Risk Management Committee							
Whether the Risk Management 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

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							
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*	No. of Independent Directors attending the meeting*
1	13-11-2019				Yes	4	2
2		14-02-2020	92		Yes	4	2

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
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)		
1	Audit Committee	13-11-2019				Yes	3	2
2	Audit Committee	14-02-2020	92			Yes	3	2
3	Nomination and remuneration committee	13-11-2019				Yes	3	2
4	Nomination and remuneration committee	14-02-2020	92			Yes	3	2
5	Stakeholders Relationship Committee	13-11-2019				Yes	3	2
6	Stakeholders Relationship Committee	14-02-2020	92			Yes	3	2

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	

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

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

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	NA		
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.triochemproducts.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.triochemproducts.com
21	Materiality Policy as per Regulation 30	Yes		www.triochemproducts.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.triochemproducts.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.triochemproducts.com

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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

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	15-05-2020

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1505202008001327	Date & Time : 15/05/2020 08:00:13 PM
Scrip Code	: 512101	
Entity Name	: Triochem Products Limited	
Compliance Type	: Regulation 27(2)- Corporate Governance	
Quarter / Period	: 31/03/2020	
Mode	: E-Filing	