

# TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir. P. M. Road,  
Fort, Mumbai, Maharashtra, PIN: 400001. Telephone: 00 91 (22) 2266 3150

Fax: 00 91 (22) 2202 4657 E-mail: [info@amphray.com](mailto:info@amphray.com)

Website: [www.triochemproducts.com](http://www.triochemproducts.com) Corporate Identity Number: L24249MH1972PLC015544



XBLR Acknowledgement No.: 0901202110394227 Dated 09/01/2021 10:39:42 AM

Ref No: TPL PP 201207 2020; 9<sup>th</sup> January 2021

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 for the quarter ended 31<sup>st</sup> December 2020.

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 | : 0901202110394227                       | Date & Time : 09/01/2021 10:39:42 |
| Scrip Code         | : 512101                                 |                                   |
| Entity Name        | : Triochem Products Limited              |                                   |
| Compliance Type    | : Regulation 27(2)- Corporate Governance |                                   |
| Quarter / Period   | : 31/12/2020                             |                                   |
| 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 -04-2020               |
| Date of end of financial year                                  | 31 -03-2021               |
| Reporting Quarter                                              | Quarterly                 |
| Date of Report                                                 | 31-12-2020                |
| 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 |                 |                                 |             |          |                                          |                                 |                         |               |                                                                               |                                    |                             |                        |                   | Textual Information(1)         |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Wether 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    | Yes                                                                           | 24-08-2019                         | 30-06-1975                  | 24-08-2019             |                   | 1                              | 0                                                                                                                | 0                                                                                                                               | 0                                                                                                                                     | 0                                                                                                                                                              |                             |                             |
| 2                                                                    | Mr              | Sunil Satyanarayan Jhunjhunwala | 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              | Shyma Sunder Sharma             | AFXP9S9577G | 01457322 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 22-03-1947    | NA                                                                            |                                    | 28-05-1985                  | 26-09-2020             |                   |                                | 1                                                                                                                | 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<br>(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 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                | 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<br>Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson.                       |
|                        | Nomination and Remuneration Committee<br>Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson. |
|                        | Stakeholder Relationship Committee<br>Chairperson Independent Director NE, Member 1 Number Independent Director INE, Member 1 Number Director NE, Total 3 Members including Chairperson     |
|                        |                                                                                                                                                                                             |



| Audit Committee Details                               |            |                                  |                                          |                         |            |                   |
|-------------------------------------------------------|------------|----------------------------------|------------------------------------------|-------------------------|------------|-------------------|
| Whether the Audit Committee has a Regular Chairperson |            |                                  |                                          |                         |            |                   |
| Sr                                                    | DIN Number | Name of Committee members        | Category 1 of directors                  | Category 2 of directors | Yes        |                   |
| 1                                                     | 00312529   | Sunil Satyanarayan Jhunjhunwala  | Non-Executive - Independent Director     | Chairperson             | 29-05-2018 | Date of Cessation |
| 2                                                     | 00032757   | Girish Kumar Banshidhar Pungalia | Non-Executive - Independent Director     | Member                  | 29-05-2018 | Remarks           |
| 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 |
| 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 |            |                                  |                                          |                         |            |                   |
| Sr                                                                        | DIN Number | Name of Committee members        | Category 1 of directors                  | Category 2 of directors | Yes        |                   |
| 1                                                                         | 00312529   | Sunil Satyanarayan Jhurjhunwala  | Non-Executive - Independent Director     | Chairperson             | 03-11-2018 | Date of Cessation |
| 2                                                                         | 00032757   | Girish Kumar Banshidhar Pungalia | Non-Executive - Independent Director     | Member                  | 03-11-2018 | Remarks           |
| 3                                                                         | 00312080   | Grace Ramu Deora                 | Non-Executive - Non Independent Director | Member                  | 03-11-2018 |                   |

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

| Corporate Social Responsibility Committee                                       |            |                           |                         |                         |                     |                   |
|---------------------------------------------------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|
| Whether the Corporate Social Responsibility 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                                                                         |            |                           |                         |                         |                     |                   |

| 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                                  | 20-08-2020                                          |                                                    |                                                             |                              | Yes                                        | 4                            | 2                                                   |
| 2                                  |                                                     | 12-11-2020                                         | 83                                                          |                              | Yes                                        | 4                            | 2                                                   |

| Text Block             |                                                                                              |
|------------------------|----------------------------------------------------------------------------------------------|
| Textual Information(1) | Audit Committee<br>The Board took a note and the same were taken on record                   |
|                        | Nomination Remuneration Committee<br>The Board took a note and the same were taken on record |
|                        | Stakeholder Relations Committee<br>The Board took a note 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) | Disclosure of notes on meeting of committees explanatory    |                         |                               |                                            | Textual Information(1)       |   | No. of Independent Directors attending the meeting* |
|                           |                                       |                                                                                                 | 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) | Number of Directors present* |   |                                                     |
| 1                         | Audit Committee                       | 20-08-2020                                                                                      |                                                             |                         |                               | Yes                                        | 3                            | 2 |                                                     |
| 2                         | Audit Committee                       | 12-11-2020                                                                                      | 83                                                          |                         |                               | Yes                                        | 3                            | 2 |                                                     |
| 3                         | Nomination and remuneration committee | 20-08-2020                                                                                      |                                                             |                         |                               | Yes                                        | 3                            | 2 |                                                     |
| 4                         | Nomination and remuneration committee | 12-11-2020                                                                                      | 83                                                          |                         |                               | Yes                                        | 3                            | 2 |                                                     |
| 5                         | Stakeholders Relationship Committee   | 20-08-2020                                                                                      |                                                             |                         |                               | Yes                                        | 3                            | 2 |                                                     |
| 6                         | Stakeholders Relationship Committee   | 12-11-2020                                                                                      | 83                                                          |                         |                               | Yes                                        | 3                            | 2 |                                                     |

| Text Block             |                                                                                              |
|------------------------|----------------------------------------------------------------------------------------------|
| Textual Information(1) | Audit Committee<br>The Board took a note and the same were taken on record                   |
|                        | Nomination Remuneration Committee<br>The Board took a note and the same were taken on record |
|                        | Stakeholder Relations Committee<br>The Board took a note and the same were taken on record   |
|                        |                                                                                              |

| Annexure 1                                                     |                                                                                                        |                                  |                                                                |  |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------------------------------------|--|
| V. Related Party Transactions                                  |                                                                                                        |                                  |                                                                |  |
| Sr                                                             | Subject                                                                                                | Compliance status<br>(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 12-11-2020. The Board took a note 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 12-11-2020. 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 | URECA SHIRISH SHIROLE                    |
| 2          | Designation       | Company Secretary and Compliance Officer |

| 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 12-11-2020. The Board took a note and the same were taken on record. |

| Signatory Details     |                                          |
|-----------------------|------------------------------------------|
| Name of signatory     | URECA SHIRISH SHIROLE                    |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Mumbai                                   |
| Date                  | 08-01-2021                               |



