

# 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. 1204202111305327: Dated 12/04/2021 11:30:53 AM

Ref No: TPL PP 20210310 2021

12<sup>th</sup> April 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 (ANNEXURE - I and ANNEXURE - II) for the quarter and year ended March 31, 2021.

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	: 1204202111305327	Date & Time	: 12/04/2021 11:30:53 AM
Scrip Code	: 512101		
Entity Name	: Triochem Products Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2021		
Mode	: E-Filing		

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	Yearly
Date of Report	31-03-2021
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

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		
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	Shyam Sunder Sharma	AFXPS9577G	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 (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 Chairperso 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		30	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

Text Block	
Textual Information(1)	Promoter Director NE 3Nos. 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)

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

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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	29-08-2018		



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		

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

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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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2020				Yes	4	2
2		12-02-2021	91		Yes	4	2

Text Block	
Textual Information(1)	The Board took a note and the same were taken on record.



Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Textual Information(1)	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)	Number of Directors present*	
1	Audit Committee	12-11-2020				Yes	3	2
2	Audit Committee	12-02-2021	91			Yes	3	2
3	Nomination and remuneration committee	12-11-2020				Yes	3	2
4	Nomination and remuneration committee	12-02-2021	91			Yes	3	2
5	Stakeholders Relationship Committee	12-11-2020				Yes	3	2
6	Stakeholders Relationship Committee	12-02-2021	91			Yes	3	2

Text Block	
Textual Information(1)	<p>Audit Committee: The Board took a note and the same were taken on record.</p> <p>Nomination Remuneration Committee: The Board took a note and the same were taken on record.</p> <p>Stakeholder Relations Committee: The Board took a note 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 12-02-2021. The Board took a note and the same were taken on record.
Textual Information(2)	All contract / arrangement / 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 Regualtions, all Related Party Transaction 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 12-02-2021. 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)	<p>Audit Committee: The Board took a note and the same were taken on record.</p> <p>Nomination Remuneration Committee: The Board took a note and the same were taken on record.</p> <p>Stakeholder Relations Committee: The Board took a note and the same were taken on record.</p>

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
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	All the information as required under Regulation 46 of SEBI [LODR] Regualtion, 2015 are uploded on the website of the Company.

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	

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## 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	Ureca Shirish Shirole
2	Designation	Company Secretary and Compliance Officer

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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	

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Annexure II		
1	Name of signatory	Ureca Shirish Shirole
2	Designation	Company Secretary and Compliance Officer

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Signatory Details	
Name of signatory	Ureca Shirish Shirole
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-04-2021

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