

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) 2266 3150 Fax: 00 91 (22) 2202 4657

E-mail: info@amphray.com Website: www.triochemproducts.com

Corporate Identity Number: L24249MH1972PLC015544



XBRL Acknowledgement No.: 1610202106454827 Dated 16/10/2021 06:45:48 PM

Ref No: TPL PP 2021920 2021; 16th October 2021

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 and half year ended 30th September 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	: 1610202106454827	Date & Time	: 16/10/2021 06:45:48 PM
Scrip Code	: 512101		
Entity Name	: Triochem Products Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 30/09/2021		
Mode	: E-Filing		



Triochem Products Ltd.

A handwritten signature in blue ink, appearing to be "Ramu S. Deora", with a horizontal line extending to the right.

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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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	25-09-2021			1	0	2	0		

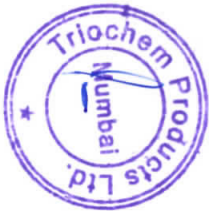


I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Girish Kumar Banshidhar Pungalila	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		

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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:</p> <p>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:</p> <p>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:</p> <p>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 Jhunjunwala	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	29-05-2018		

or



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 Jhunjunwala	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							
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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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

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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

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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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	29-06-2021				Yes	4	2
2		14-08-2021	45		Yes	4	2

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Text Block	
Textual Information(1)	Audit Committee: The Board took a note and the same were taken on record.
	Nomination Remuneration Committee: The Board took a note and the same were taken on record.
	Stakeholder Relations Committee: 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* (other than Independent Director)	
1	Audit Committee	29-06-2021				Yes	1	2
2	Audit Committee	14-08-2021	45			Yes	1	2
3	Nomination and remuneration committee	29-06-2021				Yes	1	2
4	Nomination and remuneration committee	14-08-2021	45			Yes	1	2
5	Stakeholders Relationship Committee	29-06-2021				Yes	1	2
6	Stakeholders Relationship Committee	14-08-2021	45			Yes	1	2

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

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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 14-08-2021. 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 Regulations, 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 14-08-2021. 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)

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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 14-08-2021. The Board took a note and the same were taken on record.



Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	



Text Block	
Textual Information(1)	<p>In terms of circulars no.: CIR/MRD/DSA/31/2013 dated 30.03.2013 and circular no.: CIR/CFD/POLICYCELL /7/2014 dated 15.09.2014 issued by the Securities and Exchange Board of India. Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 shall not apply to listed entities having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore as on the last day of previous financial year. In this connection, we wish to inform you that in respect of our Company as on the last audited balance sheet as at 31.03.21 paid up equity capital of the company is Rs.24.50 lakhs which is less than ten crores and net worth Rs.11.71 Crore which is less than rupees twenty-five crore. Hence, Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 not be applicable to us.</p> <p>The Company shall comply with this regulation within 6 months from the date of applicability.</p>



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



Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

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Signatory Details	
Name of signatory	Ureca Shirish Shirole
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	16-10-2021



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