

TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

P.O. CHINGAVANAM,
DIST.- KOTTAYAM, KERALA - 686 531
EMAIL ID : tecilchingavanam@gmail.com
PAN No. : AAAC8096J
CIN No. : L24299KL1945PLC001206
Website: www.tecilchemicals.com



CORPORATE OFFICE

1ST FLOOR, ANJANA COMPLEX,
VYTILA-AROR BYEPASS ROAD,
KUNDANNOOR, KOCHI-682 304
TEL: 0484- 2707015 / 16 / 17
EMAIL ID : tecilchingavanam@gmail.com

Date: 8th September, 2021

To,

The Manager Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager Listing Department, National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Scrip Code: 506680	Symbol: TECILCHEM

Sub: - Notice of 76th Annual General Meeting

Dear Sir/Madam,

We herewith enclose Notice of 76th Annual General Meeting of the Company to be held at The Palms Hotel, Chingavanam, Dist. Kottayam-686 531, on Thursday, 30th September, 2021 at 3:00 P.M.

Kindly take the same on record.

Thanking You.

Yours Truly,

For TECIL Chemicals and Hydro Power Limited

Muhammed
Rishad
Mustafa

Digitally signed by Muhammed Rishad Mustafa
DN: c=IN, o=Personal,
2.5.4.20=302942749573b10b26b0d1da7456a
79b940c594e6220553d49a19f5a6f5253c,
postalCode=670561, st=Kerala,
serialNumber=50131bbec4ca8e8026943c018
683b0c67b1981654d0c0248768628be3e6f9
62, cn=Muhammed Rishad Mustafa
Date: 2021.09.08 21:38:02 +05'30'

Muhammed Rishad Mustafa

Company Secretary & Compliance Officer



Encl: as mentioned

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NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTY SIXTH ANNUAL GENERAL MEETING** of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** will be held The Palms Hotel, Chingavanam, Dist. Kottayam – 686 531, on Thursday, 30th SEPTEMBER, 2021 at 03:00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the reports of Board of Director's and Auditor's thereon.

SPECIAL BUSINESS:

2. Re-appointment of Mr. Varghese Kurian (DIN: 01114947) as Managing Director and Chairman of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to re-appoint Mr. Varghese Kurian (DIN: 01114947) as Managing Director and Chairman of the Company, for a period of five (5) years until the conclusion of 81st AGM on the terms and conditions mutually agreed upon between the directors and Mr.Varghese Kurian for purposes of giving effect to the said appointment.

"FURTHER RESOLVED THAT any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors."

3. Appointment of Mrs. Lizhyamma Kurian (DIN: 01114716) as Executive Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to appoint Mrs. Lizhyamma Kurian (DIN: 01114716) as Executive Director of the Company of the Company, for a period of five (5) years until the conclusion of 81stAGM on the terms and conditions mutually agreed upon between the directors and Mrs. Lizhyamma Kurian for purposes of giving effect to the said appointment.

“FURTHER RESOLVED THAT any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

4. Appointment of Mr. Jeeben Varghese Kurian (DIN: 06750117) as Executive Director and CEO of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to appoint Mr. Jeeben Varghese Kurian (DIN: 06750117) as Executive Director and CEO of the Company of the Company, for a period of five (5) years until the conclusion of 81st AGM on the terms and conditions mutually agreed upon between the directors and Mr. Jeeben Varghese Kurian for purposes of giving effect to the said appointment.

“FURTHER RESOLVED THAT any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

5. Appointment of Mr. Shaji K Mathew (DIN: 01866682) as Executive Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to appoint Mr. Shaji K Mathew (DIN: 01866682) as Executive Director of the Company of the Company, for a period of five (5) years until the conclusion of 81st AGM on the terms and conditions mutually agreed upon between the directors and Mr. Shaji K Mathew for purposes of giving effect to the said appointment.

“FURTHER RESOLVED THAT any Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

Sd/-

MUHAMMED RISHAD MUSTAFA

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Kochi

Date: 31ST August 2021

Notes:

1. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

3. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM i.e. 30th September 2021. The Instrument of Proxy in Form MGT-11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with Clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total paid up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Corporate Members/Societies intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board of Directors/Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

7. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 24th September 2021 to 30th September 2021(both days inclusive).

8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.

9. Members holding in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited for consolidation into a single folio.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining

their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited.

Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's Website – www.tecilchemicals.com by accessing the icon of Companies Act, 2013 Compliance. Members holding shares in physical form should file their nomination form with the Company whilst the Members holding shares in dematerialized form should file their Nomination Form with their DP.

11. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Profile(s) of the Director seeking appointment/re-appointment as required by Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.

13. The Register of Members and Share Transfer Register of the Company will remain closed from 24/09/2021 to 30/09/2021 (both days inclusive).

14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

15. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company at the Corporate Office of the Company.

16. The Members are requested to contact the Company's Registrars and Share Transfer Agents-Cameo Corporate Services Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.

17. The Members who are holding shares in physical form are requested to send their Specimen Signature duly attested by Bank to the Company's Registrar and Share Transfer Agent-Cameo Corporate Services Limited at Subramanian Building, No.1, Club House Road, Near Spencers Signal on Anna Salai, Chennai, Tamil Nadu – 600002, Email id - cameo@cameoindia.com

18. The Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA of the Company.

20. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 01 April 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

21. A Route Map showing directions to reach the venue of the 76th Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standards – 2 on "General Meeting".

22. Attendance slip and Proxy Form of the Meeting is annexed with this Notice.

23. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 76th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Company has appointed CS Harikrishnan R Nair, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at tecilchingavanam@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at tecilchingavanam@gmail.com. These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

25. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within forty eight hours of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith.

26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tecilchemicals.com within immediately after the results are declared and communicated to the BSE Limited and National Stock Exchange of India Limited.

27. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

28. The Notice and Annual Report for Financial Year 2020-21 of the Company circulated to the Members of the Company shall be made available on the Company's website at www.tecilchemicals.com

THE INSTRUCTIONS TO MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER: -

- (i) The voting period begins on 27.09.2021 at 09.00 AM and ends on 29.09.2021 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant TECIL Chemicals and Hydro Power Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tecilchingavanam@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Pursuant to Section 102 of The Companies Act 2013****Item no.2**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your company in its meeting held on 31st August, 2021 has approved the terms and condition of re-appointment of Mr. Varghese Kurian (DIN: 01114947) as Managing Director and Chairman of the Company for a period of 5 Years until the conclusion of 81st AGM.

The Nomination and Remuneration Committee in its meeting held on 13.08.2021 has approved the terms and condition of appointment of Mr. Varghese Kurian (DIN: 01114947) as Managing Director of the Company for a period of 5 Years without remuneration.

Mr. Varghese Kurian is the Chairman of Bahrain-headquartered multi-billion and multi-sector Al Namal Group and also the Chairman and Promoter of VKL Group in Kerala. He did his civil engineering from SN Engineering College, Kollam, Kerala. After a brief stint with his father's construction Company in Kerala, he landed in the Kingdom of Bahrain in 1986 to look for the proverbial pot of gold at the end of the rainbow. It is a testimony to his proven entrepreneurial ability that the Kerala government has appointed him as the Director of INKEL (Infrastructure Kerala Limited), which has been established to develop the state's infrastructure facilities. In recognition of his remarkable achievements in business and industry and his distinguished services in the field of social work, Mr. Kurian was honoured with the prestigious P V Sami Memorial Industrial and Socio-Cultural Award on September 1, 2013 at the Tagore Centenary Hall in Kozhikode, Kerala. He was also presented with the Human Rights 2012 Award at a ceremony held in Kochi. The award instituted by Human Rights Foundations (HRF), India was presented by Kerala Finance Minister K M Mani. He was also presented with the World Malayalee Council's Outstanding Pravasi Entrepreneur Award in 2009. Mr. Kurian also received the Pravasi Bharatiya Samman, the highest honour conferred on overseas Indians, from Shri. Pranab Mukherjee, President of India, at a glittering ceremony held at Delhi on 9 January, 2014. He is the Chairman of New Horizon School, which is one of the leading Indian educational institutions in Bahrain and also the Chairman of Middle East Hospital and Medical Centres which is the largest private sector state of the art multi-specialty hospital in Bahrain.

The Company has received a consent letter from Mr. Varghese Kurian confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Details given in the profile.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no.2 of the accompanying Notice for re-appointment of Mr.Varghese Kurian as Managing Director and Chairman of the company for period of 5 years until the conclusion of 81st AGM.

Except Mr. Lizhyamma Kurian and Mr. Jeeben Varghese Kurian or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the Ordinary Resolution as set out in item no.2 of the 76th AGM Notice for the approval of members.

Item no.3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your company in its meeting held on 31st August, 2021 has approved the terms and condition of appointment of Mrs. Lizhyamma Kurian (DIN: 01114716) as Executive Director of the Company for a period of 5 Years until the conclusion of 81st AGM.

The Nomination and Remuneration Committee in its meeting held on 13.08.2021 has approved the terms and condition of appointment of Mrs. Lizhyamma Kurian (DIN: 01114716) as Executive Director of the Company for a period of 5 Years without remuneration.

Mrs. Lizhyamma Kurian is a graduate in English Literature. She has over two decades of experience in directing and managing the working of VKL Group of Companies and Al Namal Group. Through her guidance and right management decisions the Group has prospered and come a long way to be one of the biggest group companies in Kerala

The Company has received a consent letter from Mrs. Lizhyamma Kurian that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Details given in the profile.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no.3 of the accompanying Notice for appointment of Mrs. Lizhyamma Kurian (DIN: 01114716) as Executive Director of the company for period of 5 years until the conclusion of 81st AGM.

Except Mr. Varghese Kurian and Mr. Jeeben Varghese Kurian or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution as set out in item no.3 of the 76th AGM Notice for the approval of members.

Item no.4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your company in its meeting held on 31st August, 2021 has approved the terms and condition of appointment of Mr. Jeeben Varghese Kurian (DIN: 06750117) as Executive Director and CEO of the Company for a period of 5 Years until the conclusion of 81st AGM.

The Nomination and Remuneration Committee in its meeting held on 13.08.2021 has approved the terms and condition of appointment of Mr. Jeeben Varghese Kurian (DIN: 06750117) as Executive Director and CEO of the Company for a period of 5 Years without remuneration.

Mr. Jeeben Varghese Kurian is an Architect. He has an experience of over 6 years in the Architectural field and is currently one of the Directors at VKL Holdings and Al Namal Group of Companies in Bahrain. With his hard working skills and with his great ability to make right decisions the organization is prospering well.

The Company has received a consent letter from Mr. Jeeben Varghese Kurian confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Details given in the profile.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no.4 of the accompanying Notice for appointment of Mr. Jeeben Varghese Kurian (DIN: 06750117) as Executive Director and CEO of the company for period of 5 years until the conclusion of 81st AGM.

Except Mr. Varghese Kurian and Mrs. Lizhyamma Kurian or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution as set out in item no.4 of the 76th AGM Notice for the approval of members.

Item no.5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your company in its meeting held on 31st August, 2021 has approved the terms and condition of appointment of Mr. Shaji K Mathew (DIN: 01866682) as Executive Director of the Company for a period of 5 Years until the conclusion of 81st AGM.

The NRC committee in its meeting held on 13.08.2021 has approved the terms and condition of appointment of Mr. Shaji K Mathew (DIN: 01866682) as Executive Director of the Company for a period of 5 Years without remuneration.

Mr. Shaji Mathew Kalladayil holds a diploma in Civil Engineering. He has two decades of experience in the real estate and Construction sector. He has been associated with VKL Group of Companies having their registered office in Cochin, Kerala since its inception as Promoter and Director. He plays a pivotal role in the overall working of VKL Group of Companies and is instrumental in making strategic decisions for the Company

The Company has received a consent letter from Mr. Shaji K Mathew confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Details given in the profile.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no.5 of the accompanying Notice for appointment of Mr. Shaji K Mathew (DIN: 01866682) as Executive Director of the company for period of 5 years until the conclusion of 81st AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution as set out in item no.5 of the 76th AGM Notice for the approval of members.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR TECIL CHEMICALS AND HYDRO POWER LIMITED**

Sd/-

**MUHAMMED RISHAD MUSTAFA
COMPANY SECRETARY & COMPLIANCE OFFICER**

Place: Kochi

Date: 31ST August 2021

ANNEXURE TO ITEM NO. 2,3,4 and 5 OF NOTICE**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Brief profile
of Mr. Varghese Kurian**

Name of the Director	Varghese Kurian
DIN	01114947
Designation	Managing Director and Chairman
Age	59
Nationality	Indian
Qualifications	Civil Engineer
Experience / Profile	Mr. Varghese Kurian is the Chairman of Bahrain-headquartered multi-billion and multi-sector Al Namal Group and also the Chairman and Promoter of VKL Group in Kerala. He did his civil engineering from SN Engineering College, Kollam, Kerala. Mr. Varghese Kurian is the Chairman of Bahrain-headquartered multi-billion and multi-sector Al Namal Group and also the Chairman and Promoter of VKL Group in Kerala. He did his civil engineering from SN Engineering College, Kollam, Kerala.
Terms and Conditions of appointment / re-appointment	Appointed for 5 years
Details of Remuneration sought to be paid	As decided by Nomination and Remuneration Committee and Board
Date of first appointment on the Board	31.08.2021
Shareholding in the Company	8815092
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father to Mr. Jeeben Varghese Kurian Husband to Mrs. Lizhymma Varghese Kurian
Other Directorships	○ SANDUNE PROPERTIES PRIVATE LIMITED ○ MARADU PROPERTIES PRIVATE LIMITED ○ VKL RESORTS INDIA PRIVATE LIMITED ○ LAKSHMI PAPER INDUSTRIES PRIVATE LIMITED ○ VKL INFRASTRUCTURE PRODUCTS PRIVATE LIMITED ○ K V APARTMENTS PRIVATE LIMITED ○ VKL PROJECTS INDIA PRIVATE LIMITED

	○ VKL INDUSTRIES PRIVATE LIMITED ○ VKL ESTATES INDIA PRIVATE LIMITED ○ POOTHOTTA RESORTS PRIVATE LIMITED ○ INKEL LIMITED ○ VKL BUILDERS INDIA PRIVATE LIMITED ○ LINTEX CONSTRUCTIONS AND PROPERTIES PRIVATE LIMITED ○ SEETHATHODE CONSTRUCTIONS AND PROPERTIES PRIVATE LIMITED ○ SVJ GRANITES PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards	Nil

**Brief profile
of Mrs. Lizhyamma Kurian**

Name of the Director	Lizhyamma Kurian
DIN	01114716
Designation	Executive Director
Age	55
Nationality	Indian
Qualifications	Graduate
Experience / Profile	Mrs. Lizhyamma Kurian is a graduate in English Literature. She has over two decades of experience in directing and managing the working of VKL Group of Companies and Al Namal Group. Through her guidance and right management decisions the Group has prospered and come a long way to be one of the biggest group companies in Kerala
Terms and Conditions of appointment / re-appointment	Appointed for 5 years
Details of Remuneration sought to be paid	As decided by Nomination and Remuneration Committee and Board
Date of first appointment on the Board	31.08.2021
Shareholding in the Company	167980

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Mr. Varghese Kurian and mother of Mr. Jeeben Varghese Kurian
Other Directorships	○ JVS GRAVELS INDIA PRIVATE LIMITED ○ JVK NATURAL STONES PRIVATE LIMITED ○ ACQUARO MINING INDIA PRIVATE LIMITED ○ VKL REALTORS INDIA PRIVATE LIMITED ○ JVLS INFRASTRUCTURE PRIVATE LIMITED ○ SVJ MINING INDIA PRIVATE LIMITED ○ KAYALTHEERAM BUILDERS AND REALTORS INDIA PRIVATE LIMITED ○ VIZHINJAM PROPERTIES INDIA PRIVATE LIMITED ○ K V POWER SOLUTIONS PRIVATE LIMITED ○ VK MINING AND LOGISTICS PRIVATE LIMITED ○ K V APARTMENTS PRIVATE LIMITED ○ K V RESORTS PRIVATE LIMITED ○ BRAHMAPURAM PROPERTIES PRIVATE LIMITED ○ CHANGANACHERRY PROPERTIES PRIVATE LIMITED ○ CHITTAR CONSTRUCTIONS AND PROPERTIES PRIVATE LIMITED ○ PUTHENPURAKAL PROPERTIES PRIVATE LIMITED ○ SEALAND BUILDERS PRIVATE LIMITED ○ LAKSHMI PAPER INDUSTRIES PRIVATE LIMITED ○ VKL TRADING IMPORT AND EXPORT PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards	Nil

**Brief profile
of Mr. Jeeben Varghese Kurian**

Name of the Director	Jeeben Varghese Kurian
DIN	06750117
Designation	Executive Director & CEO
Age	29
Nationality	Indian
Qualifications	Architect

Experience / Profile	Mr. Jeeben Varghese Kurian is an Architect. He has an experience of over 6 years in the Architectural field and is currently one of the Directors at VKL Holdings and Al Namal Group of Companies in Bahrain. With his hard working skills and with his great ability to make right decisions the organization is prospering well.
Terms and Conditions of appointment / re-appointment	Appointed for 5 years
Details of Remuneration sought to be paid	As decided by Nomination and Remuneration Committee and Board
Date of first appointment on the Board	31.08.2021
Shareholding in the Company	64510
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Varghese Kurian and Mrs. Lizhyamma Kurian
Other Directorships	○ JVS MARBLES INDIA PRIVATE LIMITED ○ JVS QUARRYING PRIVATE LIMITED ○ JVK METALS AND STONES PRIVATE LIMITED ○ JVK MINING PRIVATE LIMITED ○ JVK HOTELS AND HOSPITALITY PRIVATE LIMITED ○ JVK GRANITES INDIA PRIVATE LIMITED ○ MUTTOM GRANITES INDIA PRIVATE LIMITED ○ LVS GRANITES PRIVATE LIMITED ○ JEEBENZ MINING AND QUARRYING PRIVATE LIMITED ○ THODUPUZZHA QUARRYING AND MINING PRIVATE LIMITED ○ KUMARAKOM BUILDERS AND REALTORS INDIA PRIVATE LIMITED ○ VKL DEVELOPERS INDIA PRIVATE LIMITED ○ JVLS CONSTRUCTIONS PRIVATE LIMITED ○ JVLS BUILDERS PRIVATE LIMITED ○ VKL GRANITES INDIA PRIVATE LIMITED ○ SANEI ELEVATORS INDIA PRIVATE LIMITED ○ KOYO ELEVATORS INDIA PRIVATE LIMITED ○ KURIAN'S TRADING COMPANY PRIVATE LIMITED ○ VKL PLANTATIONS INDIA PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards	Nil

**Brief profile
of Mr. Shaji K Mathew**

Name of the Director	Shaji K Mathew
DIN	01866682
Designation	Executive Director
Age	49
Nationality	Indian
Qualifications	Civil Engineer
Experience / Profile	Mr. Shaji Mathew Kalladayil holds a diploma in Civil Engineering. He has two decades of experience in the real estate and Construction sector. He has been associated with VKL Group of Companies having their registered office in Cochin, Kerala since its inception as Promoter and Director. He plays a pivotal role in the overall working of VKL Group of Companies and is instrumental in making strategic decisions for the Company
Terms and Conditions of appointment / re-appointment	Appointed for 5 years
Details of Remuneration sought to be paid	As decided by Nomination and Remuneration Committee and Board
Date of first appointment on the Board	31.08.2021
Shareholding in the Company	201400
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors / KMP
Other Directorships	○ JVLS INFRASTRUCTURE PRIVATE LIMITED ○ JVK HOTELS AND HOSPITALITY PRIVATE LIMITED ○ POOTHOTTA RESORTS PRIVATE LIMITED ○ MIV LOGISTICS PRIVATE LIMITED ○ VKL INFRASTRUCTURE PRODUCTS PRIVATE LIMITED ○ VIZHINJAM PROPERTIES INDIA PRIVATE LIMITED ○ SANDUNE PROPERTIES PRIVATE LIMITED ○ VK MINING AND LOGISTICS PRIVATE LIMITED

	○ K V APARTMENTS PRIVATE LIMITED ○ SANEI ELEVATORS INDIA PRIVATE LIMITED ○ CHANGANACHERRY PROPERTIES PRIVATE LIMITED ○ LINTEX CONSTRUCTIONS AND PROPERTIES PRIVATE LIMITED ○ SEETHATHODE CONSTRUCTIONS AND PROPERTIES PRIVATE LIMITED ○ SEALAND BUILDERS PRIVATE LIMITED ○ VKL PROJECTS INDIA PRIVATE LIMITED ○ VKL RESORTS INDIA PRIVATE LIMITED ○ VKL ESTATES INDIA PRIVATE LIMITED ○ VKL BUILDERS INDIA PRIVATE LIMITED ○ APPU S TRAVEL AND TOURISM PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards	Nil