

TRIOCHEM PRODUCTS LIMITED



MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS

Regd. Office : 4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400 001.
Tel. : 00 91 (22) 4082 8100 | Fax : 00 91 (22) 4082 8181 | E-mail : info@amphray.com
Corporate Identity Number : L24249MH1972PLC015544

XBLR Acknowledgement No.: 1404201705551427 Dated 14/04/2017 05:55:29 PM

Ref No: TPL PP 0303 2017

14th April, 2017

To

The Corporate Relationship Department,

BSE Limited

1st Floor, P J Towers,

Dalal Street, Fort, Mumbai: 400001.

Email: corp.relations@bseindia.com

Dear Sir,

Sub: Compliance Report on Corporate Governance

Ref: Security Code No. 512101 – ISIN No.: INE 331 E 01013.

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (ANNEXURE - I and ANNEXURE - II) for the quarter and year ended March 31, 2017.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

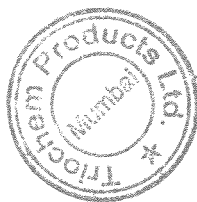
For TRIOCHEM PRODUCTS LIMITED

RAMU S. DEORA

DIRECTOR & CEO

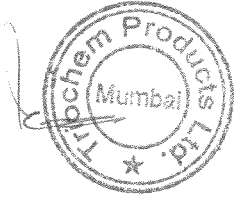
DIN: 00312369

Encl.: as above




BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1404201705551427	Date & Time	: 14/04/2017 05:55:29 PM
Scrip Code	: 512101		
Entity Name	: Triochem Products Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2017		
Mode	: E-Filing		



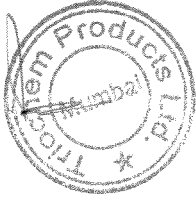
Triochem Products Ltd.


Ramu S. Deora
Director & CEO
DIN : 00312369

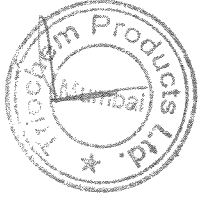
General information about company	
Scrip code	512101
Name of the entity	Triochem Products Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable



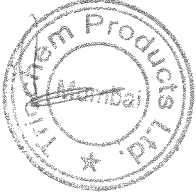
Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	Textual Information(1)
Is there any change in information of board of directors compare to previous quarter	No



Text Block	
Textual Information(1)	Promoter Director NE 3 Nos including One 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)
Is there any change in information of committees compare to previous quarter	No



Text Block	
Textual Information(1)	<p>Audit Committee :</p> <p>Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p> <p>Nomination and Remuneration Committee :</p> <p>Audit Committee : Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p> <p>Stake Nomination and Remuneration Committee :</p> <p>Audit Committee : Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p>



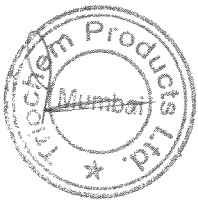
Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	11-11-2016		
2		10-02-2017	90



Text Block	
Textual Information(1)	<p>Audit Committee :</p> <p>Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p> <p>Nomination and Remuneration Committee :</p> <p>Audit Committee : Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p> <p>Stake Nomination and Remuneration Committee :</p> <p>Audit Committee : Chairperson Independent Director NE, Member 1 No. Independent Director INE, Member 1 No. Director NE. Total 3 Members including Chairperson.</p>



Annexure 1							Name of other committee
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory						Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
1	Audit Committee	10-02-2017	Yes	All members present	11-11-2016	90	
2	Nomination and remuneration committee	10-02-2017	Yes	All members present	11-11-2016	90	
3	Stakeholders Relationship Committee	10-02-2017	No	All members present	11-11-2016	90	



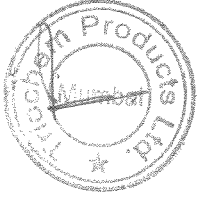
Text Block	
Textual Information(1)	<p>Audit Committee : The Board took a note of these and the same were taken on record.</p> <p>Nomination and Remuneration Committee : The Board took a note of these and the same were taken on record.</p> <p>Stakeholders Relationship Committee : The Board took a note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

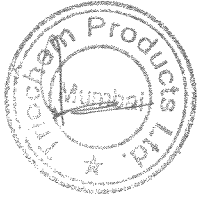


Text Block	
Textual Information(1)	All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business
Textual Information(2)	There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which have a potential conflict with the interest of the Company at large.



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 100 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)



Text Block	
Textual Information(1)	This report submitted in the previous quarter has been put before Board of Direct in there meeting held on 10-02-2017. The Board took a note of these and the same were taken on record



Annexure II

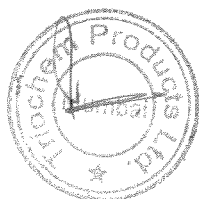
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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	Yes		www.triochemproducts.com
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	Yes		www.triochemproducts.com
15	New name and the old name of the listed entity	NA		



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

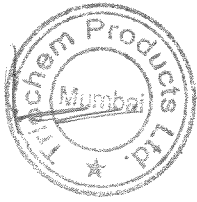


Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

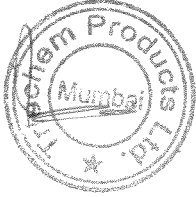


Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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		
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	



Signatory Details	
Name of signatory	Ramu Sitaram Deora
Designation of person	CEO
Place	Mumbai
Date	14-04-2017



