

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Thirumalai Chemicals Limited**  
 2. Quarter ending - **31-Mar-2017**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	R.PA RTH ASAR ATHY	00 09 21 72	AA HPP 747 5K	C & ED	01-Aug-2016	31-Jul-2019		1	0	0
Mr.	R.RA VISH ANK AR	01 22 43 61	AA APR 399 6E	ID	06-Aug-2014	05-Aug-2019	5.00 00	1	1	1
Mr.	P.SH ANK AR	01 63 83 17	AA WP S05 35Q	ID	06-Aug-2014	05-Aug-2019	5.00 00	2	3	0
Mr.	RAJ KATA RIA	01 96 09 56	AAP PK0 522 Q	ID	06-Aug-2014	05-Aug-2019	5.00 00	2	3	0
Mr.	DHR UV MOO NDH RA	00 15 15 32	AG QP M2 062 C	ID	06-Aug-2014	05-Aug-2019	5.00 00	1	0	0
Mr.	R.SA MPA TH	00 09 21 44	AAL PS9 616 D	NED				2	2	0
Mrs.	RAM YA	06 36	AG DPB	ED				1	0	0

	BHA RAT HRA M	73 52	414 1J							
Mr.	PAR AME SHW ARA N MOH ANA CHA NDR A NAIR	07 32 60 79	AA DP N97 46R	ED				1	0	0
Mr.	N.SU BRA MAN IAN	00 33 64 68	AA APS 766 8E	ID	06-Aug- 2014	05- Aug- 2019	5.00 00	1	1	0
Mr.	A.JA NAKI RAM AN	01 83 18 54	AAF PA4 395 R	ID	06-Aug- 2014	05- Aug- 2019	5.00 00	1	1	1
Mr.	ARU N RAM ANA THA N	00 30 88 48	AB MP R19 19A	NED				4	2	1

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	R.RAVISHANKAR	ID	Chairperson
2	P.SHANKAR	ID	Member
3	N.SUBRAMANIAN	ID	Member
4	RAJ KATARIA	ID	Member
5	R.SAMPATH	NED	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	A.JANAKIRAMAN	ID	Chairperson
2	RAJ KATARIA	ID	Member
3	R.SAMPATH	NED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

1	R.PARTHASARATHY	C & ED	Chairperson
2	DHRUV MOONDHRA	ID	Member
3	RAMYA BHARATHRAM	ED	Member
4	PARAMESHWARAN MOHANACHANDRA NAIR	ED	Member
5	P.KRISHNAMOORTHY	EXECUTIVE	Member
6	C.G.SETHURAM	EXECUTIVE	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	N.SUBRAMANIAN	ID	Member
2	RAJ KATARIA	ID	Chairperson
3	R.SAMPATH	NED	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
19-Oct-2016	28-Jan-2017	100

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	28-Jan-2017	YES	19-Oct-2016	100

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**

- d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
  4. 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**
  5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **T.RAJAGOPALAN**  
**Designation** : **Company Secretary**

## ANNEXURE II

### **Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

**Name** : **T.Rajagopalan**  
**Designation** : **Company Secretary**