

OIC  
H.D

# TECIL CHEMICALS AND HYDRO POWER LTD.

**REGISTERED OFFICE & WORKS**  
P.O.CHINGAVANAM - 686 531  
DIST. KOTTAYAM (KERALA)  
Email: [tecilchemicals@yahoo.com](mailto:tecilchemicals@yahoo.com)  
PAN No.: AAAC8096J  
CIN No.: L24299KL1945PLC001206

**ADMINISTRATIVE OFFICE**  
EMPIRE HOUSE, 3<sup>RD</sup> FLOOR,  
214, DR. D. N. ROAD, FORT,  
MUMBAI - 400 001  
Tel: 91-022-2207 83 81 / 82  
Fax: 91-022-2207 42 94

Date: 15<sup>th</sup> January, 2015

Ref: 56/128

To,  
**Bombay Stock Exchange Ltd.**  
**Department of Corporate Services**  
25<sup>th</sup> Floor, P.J.Towers, Dalal Street,  
Mumbai-400 001.

**Script ID : 506680**

**Subject : SUBMISSION OF REVISED QUARTERLY COMPLIANCE REPORT  
ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE  
LISTING AGREEMENT FOR THE QUARTER ENDED 31.12.2014**

Dear Sirs,

We are enclosing herewith Revised Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for Quarter ended **31<sup>st</sup> December, 2014.**

You are requested to take this on your records and acknowledge receipt.

Thanking You.

Yours Faithfully,

**FOR TECIL CHEIMCALS & HYDRO POWER LIMITED**

  
**HARSHALI SHIRODKAR**  
**(COMPLIANCE OFFICER)**



# TECIL CHEMICALS AND HYDRO POWER LTD.

**REGISTERED OFFICE & WORKS**  
P.O.CHINGAVANAM – 686 531  
DIST. KOTTAYAM (KERALA)  
Email: [tecilchemicals@yahoo.com](mailto:tecilchemicals@yahoo.com)  
PAN No.: AACT8096J  
CIN No.: L24299KL1945PLC001206

**ADMINISTRATIVE OFFICE**  
EMPIRE HOUSE, 3<sup>RD</sup> FLOOR,  
214, DR. D. N. ROAD, FORT,  
MUMBAI – 400 001  
Tel: 91-022-2207 83 81 / 82  
Fax: 91-022-2207 42 94

## **QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31/12/2014**

Name of the Company: **TECIL CHEMICAL & HYDRO POWER LIMITED**  
Quarter ending on: **31/12/2014**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49(II A)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors in Board. There are Five Directors, out of which Two is Executive Chairman and remaining three are Independent Directors.  The pecuniary relationship or transactions with Non-Executive Directors is duly disclosed in the meeting of Board of Directors and is also disclosed in the Audited Annual Report for the transaction during that year.
(B) Independent Directors	49 (II B)	Yes	The Board of Directors comprises of Five Directors out of which three are Independent Directors and remaining two are Executive Directors.
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	Non-Executive Directors are not been paid any remuneration. Necessary disclosure for the year 2014-15, will be complied in Annual Report 2014-2015.

(D) Other Provisions as to Board and Committees	49 (II D)	Yes	Provisions complied with Maximum time gap is not more than four months between two Board Meetings.
(E) Code of Conduct	49 (II E)	Yes	Approved by Board of Directors and will be disclosed in Annual Report. Also adopted revised Code of Conduct in the Meeting of the Board of Directors.
(F) Whistle Blower Policy	49 (II F)	Yes	The Company has established a Vigil Mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	Audit Committee comprises of three members. All of them are Independent Directors and are Financially Literate. One of the Member possess requisite financial and Management Expertise. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (III B)	Yes	Meetings of Audit Committee duly held.
(C) Powers of Audit Committee	49 (III C)	Yes	Powers of Audit Committee duly defined and the same are as per Clause 49 III (C) of Listing Agreement.
(D) Role of Audit Committee	49 (III D)	Yes	Role of Audit Committee duly defined and the same are as per Clause 49 III (D) of Listing Agreement.
(E) Review of Information by Audit Committee	49 (III E)	Yes	Required review is done regularly.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Pursuant to the requirement of Section 178 (1) of the Companies Act, 2013, the Board of

			Directors constitutes three Non-Executive Directors of which all the Directors are Independent Directors and the Chairperson is Independent Director. The Nomenclature of the Committee has been changed to Nomination & Remuneration Committee.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	There is no Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	The Company has laid down procedures relating to the risk assessment and minimization and has complied with the regulation of Clause 49(VI) of SEBI Circular dated April 17, 2014. However, constitution of Risk Management Committee is not applicable to the Company.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Disclosures of Related Party Transactions are placed periodically before the Audit Committee and for the year 2014-15, will be complied in Annual Report 2014-2015.
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	The Board on recommendation of Audit Committee has framed Related Party Transaction Policy. Disclosures of Related Party Transactions are placed periodically before the Audit Committee and will Complied in Annual Report 2014-2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For the year 2014-15, will be complied in Annual Report 2014-2015.

(C) Remuneration of Directors	49 (VIII C)	Yes	There is no pecuniary relationship or transactions with any of the Non- Executive Directors other than sitting fees.
(D) Management	49 (VIII D)	Yes	For the year 2014-15, will be complied in Annual Report 2014-2015.
(E) Shareholders	49 (VIII E)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
(F) Proceeds Issues, Rights Issue, Preferential Issues etc.	49 (VIII I)	Yes	No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/CFO Certificate included in report on Corporate Governance forms part of the Audited Annual Report for the year ended 31st March, 2014 and for the year 2014-15, will be complied in Annual Report 2014-2015.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Corporate Governance Report forms part of the Directors Report in the Annual Report for the year ended 31st March, 2014 and for the year 2014-15, will be complied in Annual Report 2014-2015.
<b>XI. Compliance</b>	49 (XI)	Yes	Duly Complied. For the year 2014-15, will be complied in Annual Report 2014-2015.

**FOR TECIL CHEMICALS & HYDRO POWER LIMITED**

Place: Mumbai  
Date: 15/01/2015

  
**HARSHALI SHIRODKAR**  
**(COMPLIANCE OFFICER)**