

Phone : CHINGAVANAM - 0481 2439110  
 Fax : CHINGAVANAM - 0481 2430472  
 Email : tecilchingavanam@yahoo.co.in

Phone : 022-2207 8381 / 82  
 Fax : 022-2207 4294  
 Email : tecilchemicals@yahoo.com

# Tecil Chemicals And Hydro Power Ltd.

REGISTERED OFFICE & WORKS  
 P. O. CHINGAVANAM - 686 531  
 DIST. KOTTAYAM  
 (KERALA)



HEAD OFFICE  
 EMPIRE HOUSE, 3RD FLOOR,  
 214, DR. D. N. ROAD, FORT,  
 MUMBAI - 400 001. (INDIA)

## TECIL CHEMICALS & HYDRO POWER LIMITED

### Quarterly Compliance Report on Corporate Governance Report for the quarter ended 30/06/2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors in Board. There are Four Directors, out of which One is Executive Chairman and remaining are Independent Directors.  The pecuniary relationship or transactions with non-executive directors duly disclosed in the meeting of Board of Directors and also disclosed in the Audited Annual Report for the transaction during that year.
(B) Non-executive Director's Compensation & disclosures	49 (IB)	Yes	Non-Executive Directors have not been paid any remuneration. Necessary disclosure has been made in Annual Report for the year ended 31 <sup>st</sup> March, 2013.
(C) Other provisions as to be Board and Committees	49 (IC)	Yes	Provisions complied with. Maximum time gap is not more than four months between 2 Board Meetings.
(D) Code of Conduct	49 (ID)	Yes	Approved by Board of Directors and disclosed in Annual Report. Also adopted revised Code of Conduct in the Meeting of the Board of Directors.
<b>II. Audit Committee</b>	49 (II)	Yes	



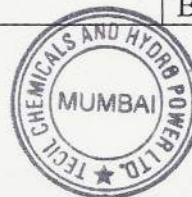
# Tecil Chemicals And Hydro Power Ltd.

**REGISTERED OFFICE & WORKS**  
 P. O. CHINGAVANAM - 686 531  
 DIST. KOTTAYAM  
 (KERALA)



**HEAD OFFICE**  
 EMPIRE HOUSE, 3RD FLOOR,  
 214, DR. D. N. ROAD, FORT,  
 MUMBAI - 400 001. (INDIA)

(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Audit Committee comprises of three members and all are Independent Directors and all are Financially Literate and atleast one member have requisite financial and Management Expertise. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Meetings of Audit Committee duly held.
(C) Powers of Audit Committee	49 (IIC)	Yes	Powers of Audit Committee duly defined and the same are as per Clause 49 II (C) of Listing Agreement.
(D) Role of Audit Committee	49 (IID)	Yes	Role of Audit Committee duly defined and the same are as per Clause 49 II (D) of Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Required review is done regularly.
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	There is no subsidiary company.
<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosures of related party Transactions are placed periodically before the Audit Committee and also disclosed in Audited Annual Report for the year ended 31 <sup>st</sup> March, 2013.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Duly disclosed in Audited Annual Report for the year ended 31st March, 2013.
(C) Board Disclosures	49 (IV C)	Yes	The Board has laid down procedures about risk Assessment and minimization procedures and the same are reviewed periodically by the Board.



# Tecil Chemicals And Hydro Power Ltd.

REGISTERED OFFICE & WORKS  
P. O. CHINGAVANAM - 686 531  
DIST. KOTTAYAM  
(KERALA)



HEAD OFFICE  
EMPIRE HOUSE, 3RD FLOOR,  
214, DR. D. N. ROAD, FORT,  
MUMBAI - 400 001. (INDIA)

(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IV D)	N. A.	No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.
(E) Remuneration of Directors	49 (IV E)	Yes	There is no pecuniary relationship or transactions with any of the Non- Executive Directors other than setting fees.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report forms part of the Annual Report for the year ended 31 <sup>st</sup> March, 2013
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
V. CEO / CFO Certification	49 (V)	Yes	CEO/CFO Certificate included in report on Corporate Governance forms part of the Audited Annual Report for the year ended 31 <sup>st</sup> March, 2013.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report forms part of the Directors Report in the Annual Report for the year ended 31 <sup>st</sup> March, 2013.
VII. Compliance	49 (VII)	Yes	Duly Complied

Place: Mumbai  
Date: 08-07-2013



FOR TECIL CHEMICALS & HYDRO POWER LIMITED

DIRECTOR