

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 31/03/2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| I Board of Directors | 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 st 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 |

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| | | | Board of Directors. |
| II. Audit Committee | 49 (II) | Yes | |
| (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. |
| III. Subsidiary Companies | 49 (III) | N. A. | There is no subsidiary company. |
| IV. Disclosures | 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 st March, 2013. |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | Duly disclosed in Audited Annual Report for the year ended 31 st 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. |
| (D) Proceeds from public | 49 (IV D) | N. A. | No Public/ Right Issue made |

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| issues, right issues, preferential issues etc. | | | 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 st 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 st 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 st March, 2013 |
| VII. Compliance | 49 (VII) | Yes | Duly Complied |

FOR TECIL CHEMICALS & HYDRO POWER LIMITED

Place: Mumbai
Date: 03-04-2014


S.B. Somani
Managing Director