

TECIL CHEMICALS AND HYDRO POWER LTD.

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

ADMINISTRATIVE OFFICE
EMPIRE HOUSE, 3RD 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 30/09/2014

Name of the Company: **TECIL CHEMICALS & HYDRO POWER LIMITED**
Quarter ending on: **30/09/2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(I)(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) Non-executive Directors' Compensation & Disclosures	49 (I)(B)	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, 2014.
(C) Other Provisions as to Board and Committees	49 (I)(C)	Yes	Provisions complied with Maximum time gap is not more than four months between two Board Meetings.
D) Code of Conduct	(49 (I)(D)	Yes	Approved by Board of Directors and disclosed in Annual Report. Also adopted revised Code of

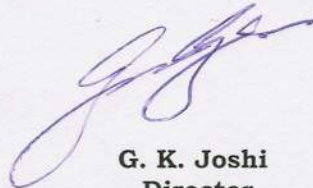
			Conduct in the Meeting of the Board of Directors.
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (II)(A)	Yes	Audit Committee comprises of three members. All of them are Independent Directors and are Financially Literate. One of the Member possess requisite financial and Management Expertise. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (II)(B)	Yes	Meetings of Audit Committee duly held.
(C) Powers of Audit Committee	49 (II)(C)	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 II(D)	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 (II)(E)	Yes	Required review is done regularly.
III. Subsidiary Companies	49 (III)	Yes	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 31st March, 2014.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Duly disclosed in Audited Annual Report for the year ended 31st March, 2014.
(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 Issues, Rights Issues,	49 (IV) (D)	Yes	No Public/ Right Issue made during the Current

Preferential Issues etc.			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 31st March, 2014
(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 31st March, 2014.



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 31st March, 2014.
VII. Compliance	49 (VII)	Yes	Duly Complied

FOR TECIL CHEMICALS & HYDRO POWER LTD.



G. K. Joshi
Director
(DIN NO.- 01032861)

Place: Mumbai
Date: 14th October, 2014