TECIL CHEMICALS AND HYDRO POWER LTD.

REGISTERED OFFICE

P.O.CHINGAVANAM,

DIST.-KOTTAYAM, KERALA -686 531 EMAIL ID: tecilchemicals@gmail.com

PAN No.: AAACT8096J

CIN No.: L24299KL1945PLC001206



CORPORATE OFFICE EMPIRE HOUSE, 3RD FLOOR, 214, DR. D. N. ROAD, FORT, MUMBAI – 400 001 TEL NO: 022-2207 83 81 / 82

FAX NO: 022-2207 42 94

Date: 13th January, 2016

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

Script ID: 506680

Subject: SUBMISSION OF CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

Dear Sirs,

We are enclosing herewith Quarterly Compliance Report on Corporate Governance of the SEBI (Listing Obligation And Disclosure Requirements) Regulation, 2015, which got effective from 01st December, 2015, for Quarter ended 31st December, 2015.

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

Thanking You.

Yours Faithfully,

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

S.B. SOMANI MANAGING DIRECTOR (DIN NO. - 00077939)

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CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: TECIL CHEMICALS AND HYDRO POWER LIMITED

2. Quarter ending: 31st December, 2015

I. Composition of Board of Directors

| Sr N o. | Title | Name of the Director | PAN No. | DIN No. | Category (Chairperson /Executive/N on- Executive/in dependent/N ominee) | Date of Appoint ment in the current term /cessati on | Ten ure | No. of Direct orship in listed entitie s including this listed entity | Number of members hips in Audit/ Stakehol der Committe e(s) including this listed entity | No. of post of Chairperso n in Audit/ Stakeholde r Committee held in listed entities including this listed entity |
|---------------|-------|--|----------------|--------------|---|---|------------|---|--|---|
| 1 | Mr. | SHREENIW AS BANSIDHA R SOMANI | AAGPS08 40J | 00077 939 | Executive | 18-06- 1969 | N.A. | 1 | 0 | 0 |
| 2 | Mr. | PRAKASH CHAND JAIN | ACRPJ19 49E | 00370 447 | Independent | 24-11- 2004 | 5 | 2 | 3 | 3 |
| 3 | Mr. | GHANSHY AM KAMLASHA NKAR JOSHI | ADCPJ14 16A | 01032 861 | Independent | 24-11- 2004 | 5 | 3 | 6 | 3 |
| 4 | Mrs. | SHANTA SOMANI | AAEPS33 86B | 06974 887 | Executive | 29-09- 2014 | N.A. | 2 | 0 | 0 |
| 5 | Mr. | Toby Antony | AGIPA66 64L | 06982 568 | Independent | 22-10- 2014 | 5 | 1 | 3 | 0 |

II. Composition of Committees

| 4 | Mana | -44- | Committee - | A 1:4 | A |
|----|------|--------|-------------|--------|------------|
| 22 | Name | OFTIDE | .ommillee - | Allait | L.OMMITTEE |
| | | | | | |

| Sr. No. | Name of Committee members | Category (Chairperson/Executive/Non- Executive/independent/Nomin ee) |
|---------|--|---|
| 1 | MR. PRAKASH CHAND JAIN | INDEPENDENT |
| 2 | MR. GHANSHYAM KAMLASHANKAR JOSHI | INDEPENDENT |
| 3 | MR. TOBY ANTONY | INDEPENDENT |

2. Name of the Committee - Nomination And Remuneration Committee

| Sr. No. | Name of Committee members | Category (Chairperson/Executive/Non- Executive/independent/Nominee) | | | | |
|------------|---|--|--|--|--|--|
| 1 | MR. PRAKASH CHAND JAIN | INDEPENDENT | | | | |
| 2 | MR. GHANSHYAM KAMLASHANKAR JOSHI | INDEPENDENT | | | | |
| 3 | MR. TOBY ANTONY | INDEPENDENT | | | | |

| Sr. No. | Name of Committee members | Category (Chairperson/Executive/Non- Executive/independent/Nominee) |
|---------|--|---|
| 1 | MR. PRAKASH CHAND JAIN | INDEPENDENT |
| 2 | MR. GHANSHYAM KAMLASHANKAR JOSHI | INDEPENDENT |
| 3 | MR. TOBY ANTONY | INDEPENDENT |

| III. Meeting of | Board of Directors | |
|---|---|---|
| Date of Meeting in the previous quarter | Date of Meeting in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 27/07/2015 | 26/10/2015 | 90 |

IV. Meeting of Committees

| Sr. No. | Name of the Committee | Date of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings ir number of days |
|---------|--|--|--|--|--|
| 1 | Audit Committee | 26-10-2015 | The Committee comprises of Three Independent Directors, who were present at the meeting of Committee | 27-07-2015 | 90 |
| 2 | Nomination And Remuneration Committee | 27-10-2015 | The Committee comprises of Three Independent Directors, who were present at the meeting of Committee | | - |
| 3 | Shareholders Relationship Committee | 26-10-2015 | The Committee comprises of Three Independent Directors, who were present at the meeting of Committee | 27-07-2015 | 90 |

| V. Related Party Transactions | |
|--|---|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | No related party transactions were held |
| Whether shareholder approval obtained for material RPT | during the quarter |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | |

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
- 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.
- 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.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

SAND HADOO OF THE CITY OF THE

S. B. SÓMÁNI MANAGING DIRECTOR (DIN NO. 00077939)

Place: Mumbai Date: 13/01/2016