

TECIL CHEMICALS AND HYDRO POWER LTD.

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

ADMINISTRATIVE OFFICE
EMPIRE HOUSE, 3RD FLOOR,
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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30/06/2015

Name of the Company: **TECIL CHEMICALS AND HYDRO POWER LIMITED**

Quarter ending on: **30/06/2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49(II A)	Yes	<p>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.</p> <p>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.</p>
(B) Independent Directors	49 (II B)	Yes	<p>The Board of Directors comprises of Five Directors out of which three are Independent Directors and remaining two are Executive Directors.</p>
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	<p>Non-Executive Directors are not been paid any Remuneration. Necessary disclosures has been made in Annual Report for the year ended 31st March, 2015.</p>

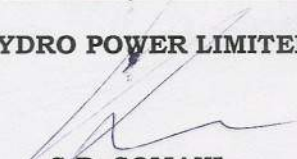
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	Provisions complied with Maximum time gap is not more than four months between two Board Meetings.
(E) Code of Conduct	49 (II E)	Yes	Approved by Board of Directors and will be disclosed in Annual Report. Also adopted Revised Code of Conduct 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.
III. Audit Committee	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.
IV. Nomination and Remuneration Committee	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.
V. Subsidiary Companies	49 (V)	Yes	There is No Subsidiary Company.
VI. Risk Management	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.
VII. Related Party Transactions	49 (VII)	Yes	Disclosures of Related Party Transactions are placed periodically before the Audit Committee and for the year 31 st March, 2015, has been disclosed in Annual Report 2014-2015.
VIII. Disclosures	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 has been Complied in Annual Report 2014-2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For the year 2014-15, has been 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	Management Discussion and Analysis Report forms part of the Annual Report for the year ended 31 st March, 2015
(E) Shareholders	49 (VIII E)	Yes	Share Transfer Committee and Stakeholders Relationship Committee is 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.
IX. CEO/CFO Certification	49 (IX)	Yes	CEO/CFQ Certificate included in report on Corporate Governance forms part of the Audited Annual Report for the year ended 31 st March, 2015 and for the year 2014-15, has been complied in Annual Report 2014-2015.
X. Report on Corporate Governance	49 (X)	Yes	Corporate Governance Report forms part of the Directors Report in the Annual Report for the year ended 31 st March, 2015 and for the year 2014-15, has been complied in Annual Report 2014-2015.
XI. Compliance	49 (XI)	Yes	Duly Complied. For the year 2014-15, has been complied in Annual Report 2014-2015.

FOR TECIL CHEMICALS AND HYDRO POWER LIMITED

Place: Mumbai
Date: 13/06/2015


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