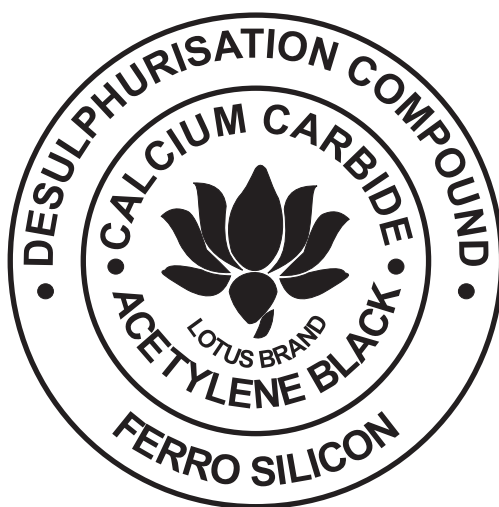


69TH ANNUAL REPORT

31ST MARCH, 2014



**TECIL CHEMICALS AND
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

SHRI SHREENIWAS B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

DR. R. S. SARDA

SHRI P.C. JAIN

SHRI GHANSHYAM K. JOSHI

BANKERS

STATE BANK OF INDIA
AXIS BANK LTD.

STATUTORY AUDITORS

VMD AND COMPANY
MUMBAI

REGISTERED OFFICE & WORKS

P.O.CHINGAVANAM – 686 531
DIST. KOTTAYAM (KERALA)

ADMINISTRATIVE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD, FORT,
MUMBAI – 400 001

E-MAIL : tecilchemicals@yahoo.com

Registered Office: P.O. CHINGAVANAM, DIST. KOTTAYAM – 686 531, KERALA
CIN No.L24299KL1945PLC001206
Web Site : www.tecilchemicalsandhydropowerltd.com
Email Id: tecilchemicals@yahoo.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Sixty Ninth Annual General Meeting** of the Shareholders of **TECIL CHEMICALS & HYDRO POWER LTD.** will be held at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala on Monday, 08th September, 2014 at 4:00 P.M., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2014.
2. To appoint a Director in place of Shri Shreeniwas B. Somani (DIN No. 00077939), who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification (s) the following resolution as an **Ordinary Resolution** -

“**RESOLVED THAT** M/s. VMD & Company, Chartered Accountants (Reg. No.125002W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To appoint Shri G. K. Joshi (DIN No. 01032861) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri G. K. Joshi (DIN No. 01032861), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

5. To appoint Shri P. C. Jain (DIN No. 00370447) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri P. C. Jain (DIN No. 00370447), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

6. To appoint Dr. R. S. Sarda (DIN No. 01294238) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. R. S. Sarda (DIN No. 01294238), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from 28th August, 2014 to 08th September, 2014 (both days inclusive).
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to System Support Services for consolidation into a single folio.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

On behalf of the Board

Place : Mumbai
Date : 26th May, 2014

**Sd/-
S.B. Somani
Director**

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

Dear Shareholders,

Please refer to Notice dated 26th May, 2014 for convening Annual General Meeting on 08th September, 2014 to pass various Resolutions as set out in the said Resolutions.

We are pleased to provide E-Voting facility and accordingly you can vote on various Resolutions by availing E-Voting facility. The Detailed Procedure for E-Voting is given below –

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” i.e Tecil Chemicals & Hydro Power Limited from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your Folio Number in User ID
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) You will reach directly on the Company selection screen.
- (vii) Click on the EVSN for the Tecil Chemicals & Hydro Power Limited on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The voting period begins on 02/09/2014 at 09:00 am and will remain open till 06:00 pm on 04/09/2014 and will be disabled thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

FOR TECIL CHEMICALS & HYDROPOWER LTD.

sd/-

S.B. Somani

Chairman & Managing Director

Place : Mumbai

Date : 26th May, 2014



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NOS. 4, 5 & 6**

Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) are Independent Directors of the Company and have held the positions before the commencement of Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for appointment of Independent Directors by a listed company.

It is proposed to appoint Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years for a term 31st March, 2019.

Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from members of the Company along with deposit of requisite amount proposing the candidatures of each Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) for office of Directors of the Company.

The Company has also received Declaration from Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) fulfill the conditions for appointment Independent Directors as his specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) are provided in the Corporate Governance Report forming Part of the Annual Report.

A copy of draft letters for respective appointments of Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) as Independent Directors setting out the terms and condition are available for inspection by members at the Registered Office of the Company.

This statement may also be regarded has at disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) are interested in the Resolutions set out respectively at item nos. 4, 5 & 6 of the Notice with regard to their respective appointments.

The relatives of Shri G. K. Joshi (DIN No. 01032861), Shri P. C. Jain (DIN No. 00370447) and Dr. R. S. Sarda (DIN No. 01294238) may be deemed to be interested in the Resolutions set out respectively at item nos. 4, 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company their relatives are in any way concern or interested financially are otherwise in these Resolutions.

The Board commends the Ordinary Resolutions set out at item nos. 4, 5 & 6 of the Notice for approval of the shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD LOOKING STATEMENTS

The report contains forward looking statements, which may be identified by their use of words like 'contemplating', 'optimism', or other words of similar expressions. Such statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company undertakes no obligations to publicly update or revise forward looking statements, whether as a result of future events or otherwise. Actual results could differ materially from those expressed or implied. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

THE PRESENT STATUS OF THE COMPANY

The Company has almost discharged all its liabilities including payment to all remaining workmen in full and final settlement of their dues. The Company had already sold and disposed off all its plants and machineries which had become obsolete and outdated. After cessation of manufacturing operations at Chingavanam, the Company has ceased to be an Industrial Undertaking. The Company has sufficient infrastructural facilities at Chingavanam to commence any new business activity. Till such time any new business activity is commenced; the Company has invested its surplus funds which earned interest income of Rs.70.18 lacs during the year under report.

OUTLOOK OPPORTUNITIES AND THREATS

The Company has freehold land at Chingavanam, Kottayam, Kerala. Since the Company had already discharged all its major liabilities and has sold all its plants & machineries. Your Directors have been exploring new business activities. In the present scenario, the Company can enter into real estate business more efficiently and economically as it has surplus land at Chingavanam. Even after meeting Company's requirement of land for commencing real estate business, it still will have surplus land left for sale which can generate additional revenues to the Company. Your Directors, therefore, look forward the future of the Company with optimism.

FINANCIAL PERFORMANCE

	Amount Rs.(in Lacs)	
	2013-14	2012-13
Profit / (Loss) before Interest, Depreciation & Tax	(520.27)	(502.91)
Profit / (Loss) After Interest, Depreciation	(447.88)	(466.72)
Profit / (Loss) After Tax and Adjustment	(447.88)	(466.72)

HUMAN RESOURCES

The Company continues to maintain cordial relations with its employees.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Date : 26th May, 2014

Sd/-
S. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

DIRECTORS' REPORT

To
The Members,

Your Directors hereby present the **SIXTY - NINETH ANNUAL REPORT** together with the audited accounts for the year ended 31st March, 2014.

I. FINANCIAL RESULTS

The results for the year ended 31st March, 2014 are summarized herein below:

<u>Year ended 31st March</u>	<u>Rs. In Lacs</u>	
	<u>2014</u>	<u>2013</u>
Other Income	354.06	167.84
Profit/(Loss) before interest, depreciation & Tax	(520.27)	(502.91)
Less/Add: Interest	-	-
Depreciation	11.32	5.80
Tax / VAT Paid	-	-
(Loss) / Profit for the year before tax	(520.27)	(502.91)
Provision for Taxation	-	-
(Loss) / Profit after tax and adjustments	(447.88)	(466.72)
(Loss) b/f from previous year	-	-
(Loss) carried forward to Balance Sheet	(447.88)	(466.72)

II. DIVIDEND

Due to Loss incurred by the Company, the Board of Directors do not recommend dividend for the year.

III. OPERATIONS

The Company has freehold land at Chingavanam, Kottayam, Kerala. Since the Company had already discharged all its major liabilities and has sold all its plants & machineries. Your Directors have been exploring new business activities. In the present scenario, the Company can enter into real estate business more efficiently and economically as it has surplus land at Chingavanam. Even after meeting Company's requirement of land for commencing real estate business, it still will have surplus land left for sale which can generate additional revenues to the Company. Your Directors, therefore, look forward the future of the Company with optimism.

IV. DEPOSITS

The Company does not have any deposits as on 31.03.2014.

V. INDUSTRIAL RELATIONS

The Company has made payment to the all remaining workmen in full and final settlement of their dues.

VI. PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration in excess of the limit prescribed and hence requirement of attaching a statement as required by Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable to this report.

VII. DIRECTORS

Shri Shreeniwass B. Somani, Director of the Company who retires by rotation, but being eligible, have offered himself for re-appointment.

VIII. AUDITORS

M/s. VMD & Co., Chartered Accountants, Mumbai retire at the forthcoming Annual General Meeting and are eligible for reappointment. The Company has received confirmation that the appointment, if made, would be within the limits prescribed u/s. 224(1B) of the Companies Act, 1956.

IX. AUDITORS OBSERVATIONS ON ACCOUNTS

The Auditors have not made any adverse comment/ observation in their Report.

X. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirements u/s. 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company confirm:

- a. that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2014, the applicable Accounting Standards have been followed and there has been no material departure except to the extent noted by the auditors in their report.
- b. that the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the Profit of the Company for the year ended as on date.
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013 or the safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. that the annual accounts have been prepared on a "going concern" basis, though the Company does not have any manufacturing activity during the year.

XI. PARTICULARS REGARDING CONSERVATION OF ENERGY ETC.

As required in terms of Section 217(1) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the Report on Conservation of Energy, Technology absorption and Foreign Exchange Earnings and outgo etc. is given in Annexure I forming part of this Report.

XII. CORPORATE GOVERNANCE

Report on Corporate Governance and a Certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the listing agreement with the Stock Exchange is given as Annexure II forming part of this Report.

XIII. GENERAL

The Balance Sheet and Statement of Profit & Loss of the Company have been signed by two of the Directors present in the Board Meeting in accordance with Provision of Section 215 of the Companies Act, 1956 for and on behalf of the Board of Directors.

XI V. ACKNOWLEDGMENT

Your Directors place on record their sincere appreciation for the continued co-operation, guidance and support provided during the year under report by various institutions concerned as also the employees of the Company for their sincere and dedicated service in pursuing the corporate objectives of the Company.

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Date : 26th May, 2014

Sd/-
S. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE I**THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988****A. CONSERVATION OF ENGERY:**

Total energy consumption and energy consumption per unit of production are as per Form A hereunder.

	Current Year	Previous Year
i) Power and Fuel Consumption:	NIL	(NIL)
ii) Consumption per Tonne of Production (Kwh)	NIL	(NIL)
iii) Technology Absorption: Due to LOCKOUT in the Company since 1999 the ongoing energy conservation programs had been stalled.		
iv) Foreign Exchange Earnings and Outgo: The total expenditure in foreign currency: (in Rs.'000)	NIL	2704

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31st MARCH, 2014

1. Company's Philosophy on Code of Governance:

The Company's philosophy is to enhance Customer's satisfaction and Shareholders value by practicing the principles of good Corporate Governance.

2. Board of Directors:

The Board of the Company is well structured with adequate blend of Executive, Non-Executive and Independent Directors.

The Company's Board comprised of Four Directors: One is Chairman & Executive Director and remaining three are Independent Directors. More than half of the Board of Directors comprises of Independent Directors.

The composition of the Board is in conformity with the Clause 49 of the Listing Agreements entered into with the Stock Exchanges. All Independent Directors comply with the legal requirements of being "Independent".

- i. None of the Directors on the Board is a Member of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on 31st March, 2014 have been made by the Directors.
- ii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 25 Companies and of Companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.
- iii. During the financial year ended 31st March, 2014, Four (4) Meetings of the Board of Directors were held as on 23.05.2013, 29.07.2013, 18.10.2013, 27.01.2014.

iv. Composition, Category, their Directorship and Committee Membership in other Companies

Name of Director	Category	No. of Board Meetings attended during 2013-14	Whether attended last AGM	No of Directorship in other Limited Companies	No of membership in other Companies	No. of Chairmanship in other Companies
Mr. S. B. Somani	Chairman Cum Managing Director	4	No	1	Nil	Nil
Mr. P. C. Jain	Independent Director	3	Yes	Nil	Nil	Nil
Mr. R. S. Sarda	Independent Director	4	Yes	1	Nil	Nil
Mr. G. K. Joshi	Independent Director	4	Yes	3	4	4

Details of Directors being appointed and re- appointed for the terms of next 5 years

Name : Shri S. B. Somani

Designation : Chairman and Managing Director

Age : 78 Years

Experience : A Science Graduate from Mumbai University. A dynamic Industrialist having a vast experience in Managing various large and medium size industries such as Shri Digvijay Cement Company Ltd., Andhra Pradesh Paper Ltd., West Coast Paper Ltd. Etc.

He was a Managing Committee member of Federation of Indian Chambers of Commerce and Industry, New Delhi (FICCI) and was also associated with various chambers throughout the country.

Other : Citric India Ltd.

Name : Shri Prakash Chand Jain

Designation : Director

Age : 73 Years

Experience : Post Graduate in Commerce and had long association with Shree Digvijay Cement Company Ltd., as an Executive. He was Vice President of Saurashtra Cement Ltd. He holds wide experience of Secretarial work and Company Laws

Other : Nil

Name : Shri Ghanshyam K. Joshi

Designation : Director

Age : 62 Years

Experience : He has completed Inter - Science from Mumbai University, having 36 years of experience in Business

Other : Universal Bearing Company Pvt. Ltd.

Name : Dr. Radheshyam M. Sarda

Designation : Director

Age : 65 years

Experience : A Graduate in Science and Arts and also has a Master Degree in Dental Surgery. He has having wide experience in different spheres of life.

Other : Joshi Finance Ltd.

3. Board Committees :

The Board has constituted the following Committees of Directors:

(a) Audit Committee :

i. Terms of Reference

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

ii. Composition, name of Member and Chairman

The Audit Committee comprises of Mr. P.C. Jain (Chairman) and Mr. G. K. Joshi (Member) & Dr. R. S. Sarda (Member).

During the 2013-14 under review Four (4) Meetings of the Audit Committee were held, on 23/05/2013, 29/07/2013, 18/10/2013, 27/01/2014. The attendance of members are as follows:

Name	Category	Meetings during 2013-14	
		Held	Attended
Shri P. C. Jain	Independent Director	4	3
Shri G. K. Joshi	Independent Director	4	4
Shri R. S. Sarda	Independent Director	4	4

iii. **THE BROAD POWERS OF THE AUDIT COMMITTEE INCLUDE:**

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

(b) **Share Transfer & Shareholders' / Investors' Grievance Committee :**

(i) **Terms of references:**

This Committee looks into Redressal of Shareholders and Investors Grievances with respect to transfer of shares, issue of duplicate certificates and other matters relating to Shareholder relationship.

The committee shall also review the processes and service standards adopted by the Registrar and Transfer Agent, the complaints received by the Company and their Resolution.

(ii) **Composition**

The Share Transfer & Shareholders' / Investors' Grievance Committee comprises following Members:

Dr. R. S. Sarda Chairman

Shri P. C. Jain Member

Shri G. K. Joshi Member

The Share Transfer & Shareholders' / Investors' Grievance Committee met four (4) times during the 2013-14 on 23/05/2013, 29/07/2013, 18/10/2013, 27/01/2014. The attendance of the Members is as follows:

Name	Category	Meetings during 2013-14	
		Held	Attended
Dr. R. S. Sarda	Independent Director	4	4
Shri P. C. Jain	Independent Director	4	3
Shri G. K. Joshi	Independent Director	4	4

Details of Complaints:

- No. of Shareholders' Complaints received during the year : Nil
- No. of Complaints resolved to the satisfaction of shareholders : Nil
- No. of pending share transfers : Nil

(c) **Remuneration Committee :**

The Remuneration Committee comprises of Mr. P. C. Jain, Chairman (Chairman) and Mr. G. K. Joshi (Member) & Dr. R. S. Sarda (Member).

No Meeting of Remuneration Committee was held during the financial year.

Details of Remuneration for the year ended 31st March, 2014:

The Company's Managing Director was paid Rs. 11,52,000/- towards remuneration during the year 2013-2014.

Presently the Company does not have a scheme for grant of stock options either to the working directors or employees.

No Remuneration (except sitting fees) was paid to any Non-Executive Directors during the year 2013-2014.

Name and address of Compliance officer:

Shri Ashok Joshi, Compliance Officer
 Empire House, 3rd Floor,
 214, Dr. D. N. Road,
 Fort. Mumbai – 400 001

4. General Body Meetings:

(a) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2012-2013	27/09/2013	11.00 a.m.	Tecil Premises, PO. Chingavanam – 686 531, Dist-Kottayam, Kerala,
2011-2012	27/09/2012	11.00 a.m.	Tecil Premises, PO. Chingavanam – 686 531, Dist-Kottayam, Kerala,
2010-2011	29/09/2011	11.00 a.m.	Tecil Premises, PO. Chingavanam – 686 531, Dist-Kottayam, Kerala,

(b) Whether Special Resolutions were put through postal ballot last year : No

(c) Are votes proposed to be conducted through postal ballot this year : No

5. Other disclosures:**(a) Related Party Transactions**

The details of related party transactions are duly disclosed in the Notes to Account of the Company for the year ended 31st March, 2014.

(b) Disclosure of Accounting Treatment

In preparation of its Financial Statements the Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI)

(c) Disclosures on Risk Management

The Company has laid down procedures to inform Board Members about Risk assessment and minimization procedures and these procedures are periodically reviewed.

(d) Code of Conduct

The Board of Directors has adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director. The said Code has been communicated to all the Directors and the compliance of the same has been affirmed by them.

(e) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:--None

6. CEO/CFO Certification

A Certificate from the CEO and CFO on the Financial Statements of the Company was placed before the Board, as required by Clause 49(V) of the Listing Agreement.

7. Means of communication:

(a) Quarterly Results:

The unaudited quarterly results are announced within Forty Five Days from the end of the quarter as stipulated under the listing agreement with the Bombay Stock Exchange Limited.

(b) Newspapers wherein normally published : No

(c) Any Website, wherein displayed : No

(d) Whether Website also displays official news releases : No

- (e) Whether presentations made to institutional investors or to the analysts : No
- (f) Whether Management Discussion & Analysis Report is a part of Annual Report : Yes

8. General Shareholder information:

- (a) **AGM date, time and venue: Annual General Meeting will be held on 8th September, 2014, Monday at 4:00 P.M. at its Regd. Office at Chingavanam, Kottayam, Kerala.**

- (b) **Financial Year: The Financial Year is from 1st April to 31st March.**

Tentative Schedule

Unaudited Results for quarter ending June 30, 2014 : upto 14th August, 2014

Unaudited Results for quarter ending September 30, 2014 : upto 14th November, 2014

Unaudited Results for quarter ending December 31, 2014 : upto 14th February, 2015

Unaudited Results for year ending March 31, 2015 : upto 15th May, 2015

Audited Annual Accounts for year ending March 31, 2015 : upto 30th May, 2015

- (c) **Book Closure period:** 28th August, 2014 to 08th September, 2014 (both days inclusive).

- (d) **Dividend payment date:** Not Applicable

- (e) **Stock Exchanges where securities are listed.**

The Company's securities are listed at:

1. Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
2. National Stock Exchange of India Limited (NSE)
"Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
3. Cochin Stock Exchange Limited.
MES Dr. P. K. Abdul Gafoor Memorial Cultural Complex,
36/1565, 4th Floor, Judges Avenue, Kaloor, Kochi- 682017.
4. Madras Stock Exchange Limited
Exchange Building, P. B. No. 183, 11, Second Line Beach,
Chennai – 600 001.
5. Delhi Stock Exchange Limited
DSE House, 3/1 Asaf Ali Road, New Delhi – 110002.

- (f) **SUBSIDIARY COMPANIES**

There is no subsidiary company of TECIL.

- (g) **STOCK MARKET DATA:**

Since the trading in shares has been suspended from trading in Stock Exchanges the Stock Market Data is not available. The Company however has already approached BSE Ltd. for revocation of suspension in trading of shares.

- (h) **Stock Code: 506680**

- (i) **Registrar and Transfer Agent: M/s System Support Services**

209, Shivai Industrial Estate, Next to Parke Davis Ltd. Saki Naka, Mumbai-400072
Tel. No 022 – 28500835 E-mail id : sysss72@yahoo.com

(j) **Share transfer system with number of Shares Transferred:**

Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets periodically. The total Number of Shares transferred during the financial year under review were as below:

	No. of transfers	No. of Shares
No. of Transfers	28	1013420
No. of Consolidation	7	295630
Total:	35	1309050

(k) **Dematerialization of shares and liquidity:**

Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity. Nil

(l) **Distribution of Shareholding and Shareholding Pattern as on 31.03.2014**i. **Distribution of Shareholding as on 31st March, 2014:**

No. of Shares	No. of Shareholders	% of holding
Up to 500	20968	92.056
501-1000	1091	4.790
1001-2000	422	1.853
2001-3000	94	0.413
3001-4000	35	0.154
4001-5000	35	0.154
5001-10000	53	0.233
10001 & Above	79	0.347
Total	22,777	100

ii. **Shareholding pattern as at 31st March, 2014:**

	No. of Shares held	% to Total Shares
Promoter Group	7538457	39.75
Mutual Funds and UTI	382530	2.02
Banks, FIs & Insurance Companies	1163400	6.13
Central / State Governments	436270	2.30
Corporate Bodies	1231705	6.50
General Public	7069098	37.28
NRIs/ OCBs	1142240	6.02
TOTAL	18963700	100

(m) Plant Location:

The Company's Manufacturing Plants are located at Chingavanam, Dist. Kottayam (Kerala).

(n) Address for Correspondence:

The Company's Registered Office is situated at Chingavanam, Dist. Kottayam, Kerala, Pin. 686 531.

Correspondence by the shareholders should be addressed either to Registered Office or Registrar Share Transfer Agents or its administrative Office at following address-

Tecil Chemicals & Hydro Power Limited
Empire House, 3rd Floor, 214, Dr. D. N. Road,
Fort, Mumbai 400 001.

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

Place : Mumbai
Date : 26th MAY, 2014

Sd/-
S. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

CEO / CFO CERTIFICATE

We, S. B. Somani, CEO and Ashok Joshi, CFO of Tecil Chemicals & Hydro Power Ltd. appointed in terms of the Companies Act, 1956, certify to the Board that:

1. I have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended 31st March, 2014 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify the deficiencies.

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over financial reporting during the year.
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.

Any fraud whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

Mumbai
26th May, 2014

Sd/-
S. B. Somani
CEO

Sd/-
Ashok Joshi
CFO

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To The Members of
TECIL CHEMICALS AND HYDRO POWER LIMITED
Tecil Premises, P.O. Chingavanam – 686 531
Dist. – Kottayam, Kerala.

We have examined the compliance of conditions of Corporate Governance by **TECIL CHEMICALS AND HYDRO POWER LIMITED** for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR S. K. JAIN & CO.
PRACTICING COMPANY SECRETARY

Sd/-
(Dr. S. K. JAIN)
Proprietor
C. P. NO. 3076

Place : Mumbai
Dated : 26th May, 2014

INDEPENDENT AUDITOR'S REPORT

To the Members of
TECIL CHEMICALS AND HYDRO POWER LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of Tecil Chemicals and Hydro Power Ltd ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Profit and Loss Account, of the **Loss** for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

FOR VMD & CO.
CHARTERED ACCOUNTANTS
FRN: 125002W

Sd/-
CA V. M. DESAI, (Partner)
Membership No. 009219
No: A/01/0514

Place : Mumbai
Date : 26th May, 2014.

**ANNEXURE REFERRED TO PARAGRAPH 2 OF OUR REPORT TO SHAREHOLDERS OF
TECIL CHEMICALS AND HYDRO POWER LTD., CHINGAVANAM OF EVEN DATE
ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed Assets were physically verified by the Management during the current year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its Fixed Assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- (c) As per the explanations given to us no substantial portion of fixed assets were disposed of during the year.
- (ii) In our opinion and as per the explanation given to us there is no inventory at close of the year so sub-clause (a), (b) and (c) of clause (ii) is not applicable.
- (iii) (a) The Company has given loans to two parties covered in the register maintained under Section 301 of the Companies Act, 1956. In respect of the said loans, the maximum amount outstanding at any time during the year was Rs 118.69 Lacs and the year end balance is Rs. 118.69 Lacs.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the Company are not prima facie prejudicial to the Company.
- (c) The Company had taken loan from a party covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 40 Lacs and the year end balance of loan taken from such party was Rs. 40 Lacs.
- (d) Since the loan taken was interest free without repayment stipulation we cannot comment whether terms and conditions of the loan taken is prejudicial to the interest of the Company.
- (iv) Due to lock out of the factory since 1999 and on account of only few transactions for the whole of the year, the Company has not implemented adequate internal control procedure commensurate with the size of the Company and the nature of its business for the purchase of stores, raw materials; including components, plant and machinery, equipments and other assets and for the sale of goods.
- (v) According to the information and explanations given to us, there are no transactions of purchase / sale of goods and materials and services in value, aggregating during the year to Rs.5,00,000/- or more in respect of each party made in pursuance of contracts or arrangements entered in the register maintained u/s. 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, no fixed deposits were accepted during the period to which the provisions of Section 58A and 58AA or any other relevant provisions of the Act apply.
- (vii) Internal audit was not carried out during the year due to lay off / lockout.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the products of the Company.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, ESIC and Income Tax.
- (b) According to the information and explanations given to us there were no undisputed amounts payable in the respect of Income Tax, Sales Tax, Wealth Tax, Excise Duty and other material statutory dues in arrears as at 31st March, 2014.
- (x) According to the information and explanations given to us, accumulated losses at the end of the year are more than 50% of the Net Worth and the Company has incurred a Cash Loss of Rs. 508.95 Lacs (P.Y. Rs.597.10 Lacs).
- (xi) Based on our audit procedure and according to the information and explanation given to us by the management the Company not default in repayment of dues to a financial institution or bank or debenture holder.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- (xiii) The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) Based on our examination of records and information and explanations given to us, the Company has not dealt / traded in shares, securities, debentures and other securities during the year. The Company has maintained proper records of transactions and contracts in respect of shares, securities and other investments and timely entries have been made therein. All shares, securities and other investments have been held by the Company in its own name.
- (xv) On the basis of explanations and information given to us the Company has not given any guarantee for loans taken by others from Banks / Financial Institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not raised any term loans.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the Company, the Company has not raised funds on short-term basis.
- (xviii) During the year, the Company has not made any preferential allotment of Shares to parties and Companies covered in the Register maintained U/s 301 of the Act.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**FOR VMD & CO.
CHARTERED ACCOUNTANTS
FRN: 125002W**

**Sd/-
CA V. M. DESAI, (Partner)
Membership No. F/9219
No: A/01/0514**

**Place : Mumbai
Date : 26th May, 2014.**

BALANCE SHEET AS AT 31ST MARCH, 2014

Amount Rs. (000's)

Sl. No	PARTICULARS	NOTES	CURRENT YEAR	PREVIOUS YEAR
I	<u>EQUITY AND LIABILITIES</u>			
(1)	<u>SHARE HOLDERS FUNDS</u>			
	a) Share Capital	1	1,89,637	1,89,637
	b) Reserves and Surplus	2	(2,36,053)	(1,88,127)
	TOTAL		(46,416)	1,510
(2)	<u>NON-CURRENT LIABILITIES</u>			
	Unsecured Loans	3	4,000	-
	TOTAL		4,000	-
(3)	<u>CURRENT LIABILITIES</u>	4		
	Short-Term Borrowings		-	-
	Other Current Liabilities		1,55,085	1,54,063
	Short-Term Provisions		32	821
	TOTAL		1,55,117	1,54,884
	GRAND TOTAL		1,12,701	1,56,394
II	<u>ASSETS</u>			
(1)	<u>NON-CURRENT ASSETS</u>			
A.	<u>FIXED ASSETS</u>	5		
	a) Tangible Assets		43,354	45,624
	b) In-Tangible Assets		-	-
	d) Capital Work-in-Progress		-	1,052
	TOTAL		43,354	46,676
B.	<u>NON-CURRENT INVESTMENTS</u>	6		
	Investments		3,771	3,771
C.	<u>LONG TERM LOANS AND ADVANCES</u>	7	46,750	23,418
(2)	<u>CURRENT ASSETS</u>	8		
	a) Short Term Loan and Advances	8(a)	5,262	54,804
	b) Inventories	8(b)	-	-
	c) Cash and Cash equivalents	8(c)	13,564	27,725
	TOTAL		18,826	82,529
	GRAND TOTAL		1,12,701	1,56,394
			-	-

This is the Balance sheet referred to in our reports of even date
Notes referred to above form an integral part of the Balance sheet

for and on behalf of the Board of Directors

for **VMD & CO,**
Chartered Accountants (FRN: 125002W)

Sd/-
S.B. SOMANI
Chairman and Managing Director

Sd/-
CA V.M. DESAI, Partner
Membership No. 009219
No. A/01/0514

Sd/-
G.K. JOSHI, Director
Mumbai, 26th May, 2014

Mumbai, 26th May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2014

Amount Rs. (000's)

Sl. No	PARTICULARS	NOTES	CURRENT YEAR	PREVIOUS YEAR
	CONTINUING OPERATIONS			
	INCOME			
I	Revenue from Operations	-	-	-
II	Other Income	9	35,406	16,784
III	TOTAL REVENUE (I) + (II)		35,406	16,784
IV	EXPENSES			
1	Cost of Materials Consumed		-	-
2	Purchases of Stock-in-Trade		-	-
3	Changes in inventories		-	-
4	Employee Benefit Expense	10	4,079	3,659
5	Finance costs	11	-	-
6	Depreciation & amortization Exp		-	-
	1,936			
	<u>Less: Tra'fer to Revaluation towards addl depn</u>		1,132	580
	804			
7	Other Expenses	12	82,222	62,836
8	Provision for Income Tax for Earlier Years		-	-
	TOTAL EXPENSES (IV)		87,433	67,075
V	Profit before exceptional items & Tax	(IV - V)	(52,027)	(50,291)
VI	EXCEPTIONAL ITEMS		-	-
	Excess Provision written back	13	7,239	3,619
VII	Profit before extraordinary items & Tax	(V - VI)	(44,788)	(46,672)
VIII	EXTRAORDINARY ITEMS		-	-
IX	Profit before Tax	(VII - VIII)	(44,788)	(46,672)
X	EXTRAORDINARY ITEMS			
1	Current Tax	-	-	-
2	Deferred Tax	-	-	-
XI	Profit (Loss) from continuing operations	(VII - VIII)	(44,788)	(46,672)
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit (Loss) from discontinuing op's after tax	(XII - XIII)	-	-
XV	Profit (Loss) for the period	(XI + XIV)	(44,788)	(46,672)
XVI	Earnings per equity share:			
1	Basic		(2.36)	(2.46)
2	Diluted		(2.36)	(2.46)
	See accompanying notes to the financial statements Summary of significant accounting policies		Seperately Attached	

This is the Profit and Loss Account referred to in our reports of even date
Notes referred to above form an integral part of the Profit & Loss Account

for VMD & CO,
Chartered Accountants (FRN: 125002W)

Sd/-
CA V.M. DESAI, Partner
Membership No. 009219
No. A/01/0514

Mumbai, 26th May, 2014

For and on behalf of the Board of Directors

Sd/-
S.B. SOMANI
Chairman and Managing Director

Sd/-
G.K. JOSHI, Director

Mumbai, 26th May, 2014

**ANNEXURE TO CLAUSE 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR 31ST MARCH, 2014**

<i>Particulars</i>	31-March-2014 (Rs. in '000)		31-March-2013 (Rs. in '000)	
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) Before Extra-Ordinary items		(52,027)		(50,291)
<i>Adjusted For :</i>				
Depreciation Provided	1,132		580	
Interest Received	-		-	
Dividend Received	-		-	
Profit on Sale of Investments	-		-	
Profit on Sale of Fixed Assets	-		-	
Provisions written back	7,239		-	
Revaluation Reserve	(3,138)	5,233	-	580
Operating Profit before Working Capital Changes		(46,794)		(49,711)
<i>Adjusted For :</i>				
Trade and other receivables	-		(45,120)	
Inventories	-		-	
Loans & Advances	49,542		(8,698)	
Trade payable and provisions	233	49,775	1,33,710	79,892
Cash Generated including From Operations :		2,981		30,181
Direct Taxes Paid		-		-
NET CASH FROM OPERATING ACTIVITIES		2,981		30,181
B CASH FLOW FROM INVESTING ACTIVITIES				
Increase in Capital and Reserves	-		-	
Increase in Fixed Assets	(1,670)		-	
Sales / Decrease of Fixed Assets	3,860		267	
Sale of Investments	-		-	
Loans received	4,000		-	
Dividend Received	-	6,190	-	267
NET CASH FLOW FROM INVESTING ACTIVITIES		9,171		30,448
C CASH FLOW FROM FINANCING ACTIVITIES				
Loss on sale of Assets	-			
Payment of short term liabilities	-		(3,140)	
Loans given	(23,332)			
Interest Paid	-	(23,332)	-	(3,140)
<i>Net Increase in Cash and Cash Equivalents</i>		(14,161)		27,308
<i>Cash and Cash equivalents at the Beginning of the Year</i>		27,725		417
<i>Cash and Cash equivalents at the End of the Year</i>		13,564		27,725
Actual Balance as per Balance Sheet		13,564		27,725

Note:

- The above Cash Flow Statement has been prepared under the indirect method as set out in the AS-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India
- Previous Year's figures have been re-arranged / re-grouped wherever necessary
This Cash Flow Statement referred in our report of even date

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

Amount Rs. (000's)

PARTICULARS		CURRENT YEAR	PREVIOUS YEAR
1	SHARE CAPITAL		
	<i>Authorized Shares:</i>		
	2,00,00,000 Equity Shares of Rs.10/- each	2,00,000	2,00,000
	10,00,000 Cumulative Preference Shares of Rs.100/- each	1,00,000	1,00,000
	TOTAL	3,00,000	3,00,000
	<i>Issued, Subscribed and Paid-up Shares in Nos:</i>		
	18963700 Equity Shares of Rupees 10/- each Fully Paid Up	1,89,637	1,89,637
	<i>(of the above 10,000 shares were allotted as fully paid up pursuant to a contract without payment being received in cash and 8166000 shares were allotted as fully paid Bonus shares by capitalizing General Reserves)</i>		
	TOTAL	1,89,637	1,89,637
	Reconciliation of the Shares outstanding at the beginning and at the end of reporting period		
a	Equity Shares:	<i>No of shares</i>	<i>No of shares</i>
	At the beginning of the period	1,89,63,700	1,89,63,700
	Issued during the period	-	-
	Outstanding at the end of the period	1,89,63,700	1,89,63,700
b	Preference Shares:		
	At the beginning of the period	-	-
	Issued during the period	-	-
	Outstanding at the end of the period	-	-
	LIST OF SHAREHOLDING 5% AND ABOVE		
<i>Sl.No</i>	<i>Name of the Shareholder</i>	<i>No. of Shares held</i>	<i>Percentage</i>
1	Chemo Pharma Laboratories Ltd	52,36,930	27.62%
2	Shreeniwas B Somani	11,60,670	6.12%
2	RESERVES AND SURPLUS		
a.	Capital Redemption Reserve (As per Last Balance Sheet)	5,814	5,814
b.	Shares Forfeited account	16,480	16,480
c.	Securities Premium (As per Last Balance Sheet)	1,39,330	1,39,330
d.	Securities Premium Forfeited (As per Last Balance Sheet)	32,960	32,960
e.	Investment Allowance Reserve (As per Last Balance Sheet)	2,629	2,629
f.	Fixed Assets Revaluation Reserve -		
	- As per last Balance Sheet	28,591	
	<i>Less: Adjustments during the year:</i>		
	(a) Transfer to Depreciation Account	805	
	(b) Transfer on a/c of Assets disposed	2,333	
	TOTAL	2,22,666	2,25,804
	<i>Less: Debit Balance of Profit and Loss Account</i>		
	- As per last Balance Sheet	4,13,931	
	<i>Add / (Less): Current Year Loss (Profit)</i>	44,788	
	GRAND TOTAL	(2,36,053)	(1,88,127)
3	LONG TERM BORROWINGS		
	From Related Parties	4,000	-
	TOTAL	4,000	-
4	CURRENT LIABILITIES		
i	Short Term Borrowings	-	-
ii	Other Current Liabilities	1,55,085	1,54,063
iii	Short Term Provisions	32	821
	TOTAL	1,55,117	1,54,884

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**NOTE - 5****FIXED ASSETS**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.4.2013	Additions	Deductions Upto 31.3.2014	As on 01.4.2013	For the year	On Deductions Upto 31.3.2014	As on 31.3.2014	As on 31.3.2013
a) TANGIBLE ASSETS (OWNED)								
Land (Freehold)	24,958	-	400	-	-	-	24,558	24,958
Buildings	53,157	17,952	25,655	34,470	1,002	6,100	16,082	18,687
Furniture & Off Equipments	2,231	-	-	2,082	29	-	120	149
Motor Vehicles	2,955	1,670	-	1,125	906	-	2,594	1,830
SUB TOTAL	83,301	19,622	26,055	37,677	1,937	6,100	43,354	45,624
b) INTANGIBLE ASSETS								
SUB TOTAL	-	-	-	-	-	-	-	-
GRAND TOTAL	83,301	19,622	26,055	37,677	1,937	6,100	43,354	45,624
PREVIOUS YEAR	83,974	-	673	36,655	1,429	407	45,624	47,319

Notes:

- 1 Land, and Buildings were revalued as on 31.03.1995 by an approved Chartered Engineer and based have been reinstated as on 01.04.1995
- 2 The Gross Block as on 31.03.2012 includes an amount of Rs.53,207 on account of revaluation of Fixed Assets.
- 3 Depreciation is not provided for the assets not put to use during the year

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

Amount Rs. (000's)

PARTICULARS		CURRENT YEAR	PREVIOUS YEAR
10	<u>PAYMENT TO & PROVISION FOR EMPLOYEES</u>		
	Salaries, wages and bonus	3,622	3,118
	Employees Welfare Expenses	118	187
	Provident Fund	248	243
	E.S.I. Scheme	-	27
	Retrenchment Compensation paid	-	-
	Ex-Gratia Payments	-	-
	Leave Salary/wages	91	84
	TOTAL	4,079	3,659
11	<u>FINANCE COST</u>		
	Interest paid (others)	-	-
	TOTAL	-	-
12	<u>OTHER EXPENSES</u>		
	Rent Paid	7,929	5,125
	Rates & Taxes	59	46
	Repairs & Maintenance - Others	218	443
	Addl payments in settlement of creditors	67,600	-
	Travelling expenses	2,446	3,584
	Motor Car Expenses	136	218
	Professional charges	2,258	1,191
	Directors' Sitting Fees	17	15
	Audit Fee	22	22
	Electricity charges	883	
	Electricity charges - as per addl. demand	-	50,826
	Bank Charges	4	30
	Telephone & Telex charges	98	97
	Postage & Courier Expenses	23	40
	Stationary & Printing charges	245	173
	Annual Listing Fee	-	-
	Share Transfer expenses	3	4
	Office Maintenance Expenses	93	149
	Books, Magazines & periodicals	13	97
	Web Designing / Web Regn exp	-	12
	Sundry Balances written off	175	498
	Fixed Assets written off	-	266
	TOTAL	82,222	62,836
13	<u>EXCESS PROVISION WRITTEN BACK</u>		
	Excess Provision written back	7,239	3,619
	TOTAL	7,239	3,619

14. NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**SIGNIFICANT ACCOUNTING POLICIES:****a) Basis of Preparation of Financial Statements: -**

The accompanying financial statements for the fiscal period have been prepared under historical cost convention, in compliance with Indian Generally Accepted Accounting Principles ("GAAP") with mandatory and relevant Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and in compliance with the provisions of Companies Act, 1956.

b) Revenue and Expenditure Recognition: -

Revenue is recognized and expenditure is accounted for on accrual basis.

c) Fixed Assets: -

Fixed Assets are stated at cost as increased by revaluation in case of land, building and Plant and Machinery less accumulated depreciation thereon in respect of assets acquired up to 31.03.1995. Fixed assets were revalued as on 31.03.1995.

d) Depreciation: -

Depreciation on fixed assets (including revalued assets) was used to provide at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 to the extent specified in Section 205(2)(a) as per written down value method.

Depreciation on Residential Building, Furniture and Fittings, Motor vehicles, etc and addition to and deduction from such assets are provided for on pro-rata basis from/up to the month of addition / deduction.

Additional depreciation representing the difference between depreciation on revalued amount and original cost of the assets like Land has been withdrawn from revaluation reserve.

e) Retirement benefits: -

Employer's Contributions to Provident Fund and gratuity are charged as expenditure.

f) Investments: -

Long Term Investments made by the Company in shares are valued as per the Accounting Standards issued by The Institute of Chartered Accountants of India. Provision has been made for permanent diminution in the value of Long Term investments.

g) Inventories: -

Inventories are valued at lower of cost or estimated net realizable value as certified by the Managing Director of the Company. Cost of inventories is computed on a weighted average basis. The value of finished goods and work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Proceeds in respect of sale of raw materials or stores will be credited to the respective heads. The closing stock of scrap, waste products such as lime sludge are not valued and shown in the balance sheet as in the opinion of the management these items do not have a ready market.

h) Sales: -

Sales include recovery of Excise Duty, Sales tax and shown net of the adjustment against transporting and forwarding expenses incurred.

i) Excise Duty: -

Excise duty on finished goods is accounted for at the time of clearance of goods.

j) Treatment of contingent Liabilities: -

Contingent liabilities not provided for, are disclosed by way of Notes to accounts with particulars of the nature and quantum, wherever possible, of such liabilities.

k) Segment Reporting: -

The Company has carried out no trading activity and hence there is no separate segment as per AS-17 issued by ICAI.

l) Earnings per Share: -

The Company reports basic earning per share in accordance with AS-20 for "Earnings per Share" issued by the ICAI. Basic earning per share has been computed by dividing net profit by the weighted average number of equity shares outstanding for the year.

m) Accounting for taxes on Income: -

Income tax expense is recognized in accordance with AS-22- "Accounting for Taxes on Income" which includes current taxes and deferred taxes.

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets are not recognised in the absence of reasonable/virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

15. NOTES FORMING PART OF ACCOUNT:**1. Disputed liabilities not provided for:****Central excise Refund**

As per the order of the Asst. Commissioner of Central Excise, Kottayam Division, Kottayam dated 23.12.1998 holding that Calcium Carbide manufactured and used captive consumption in the manufacture of acetylene black within the factory is not liable for levy of excise duty, the Company is entitled to a refund of excise duty of Rs.82,89,691/- in respect of the period from April, 1978 to July, 1983.

This was confirmed by the Hon'ble CEGAT, New Delhi as per the order No.A/1076/02 NB (D) dated 24.10.2002. Based on the above order the Company filed a refund claim for Rs.82,86,691/- before the Deputy Commissioner of Central Excise, Kottayam Division on 30.01.2003. However the Deputy Commissioner allowed only Rs.37,99,198/- as refund and the same was recognized as income in the Profit & Loss account in the year 2002-2003. The claim for the balance amount of Rs.44,86,993/- was rejected by the Excise authorities for want of proof for payment of duty.

Against this order the Company had filed an appeal before the Commissioner of Central Excise and Customs (Appeals) Cochin on 22-10-2003 and the appeal was disposed of in favour of the Company.

The Department has gone in Appeal. In view of the above, the claim for the refund of the balance amount of Rs. 44,86,993/- has not been recognized in the accounts. Company has also filed appeal before CEGAT, New Delhi for release of balance amount, which is pending for disposal.

2. Managerial Remuneration:

Paid to Shri. S. B. Somani, Chairman and Managing Director:

Particulars	Amount (In Rupees)
Salary	7,20,000 (7,20,000)
Perquisites	4,32,000 (4,32,000)
Contribution to Provident Fund	86,400 (86,400)
Total	12,38,400 (12,38,400)

3. Contingent Liabilities:

The Company had acquired lease hold land and invested a sum of Rs.1.76 Lakhs thereon. Our request for renewal of lease land is pending with Government.

4. Other matters:**A. DLF Settlement:**

During the previous year under report the Company has entered into settlement agreement with DLF Limited in pending arbitration matter. A joint settlement application also was filed at that time. The Company has made payment of Rs.1.76 Crores during the current year in addition to Rs.5.00 Crores paid earlier. The effect of the settlement is given during the year as per Arbitral Tribunal, Kochi order dated 04.11.2013 and shown as "Additional payment in settlement of Creditors" amounting to Rs.6.76 Crores.

B. Inter Corporate Deposit:

The Company has given Inter-corporate Deposits to M/s. Rashtriya Metal Industries Ltd. Rs.200 Lakhs, M/s. Vindhyachal Hydro Power Ltd. Rs.50 Lakhs, M/s. Indian Energen Ltd Rs.69 Lakhs and M/s. D.S. Kulkarni Developers Ltd Rs.119 Lakhs. These Inter-corporate deposits have been made with the aforesaid Companies against security of Post dated Cheques. The Company is receiving interest on the deposits regularly.

C. Survey of freehold land of the Company at Chingavanam:

The independent Directors of the Company had conducted physical survey of the freehold land at Chingavanam during the previous year and no discrepancy has been found by them.

D. Advance given to parties:

The Company has given recoverable advances to Mr. Joseph Manual Rs.10 Lakhs and Mr. Sudhir Kale Rs.1.01 Lakhs. The Company is expecting to recover the advances soon.

E. Sale of surplus land at Chingavanam:

The Company had entered into an Agreement for Sale with some party for sale of surplus land on 04/07/2012 and due to default in making the balance sale consideration as per Agreement for Sale, the said Agreement was cancelled on 12/03/2013. The Company maintains that refund of advance of Rs.5 Crores is still payable to the parties of the cancelled Agreement

F. Due to Small Scale Industrial undertakings.

There is no outstanding dues as defined under the Interest on Delayed Payments of Small Scale and Ancillary Industrial Undertaking Act, 1933 and Section 3(i) of the Industrial (Development and Regulation) Act, 1951.

G. Loans and Advances

Include an amount of Rs.1,18,69,600/- (Rs.1,12,00,000/-) paid to Associate Concerns as per Note No.16.

5. Current Assets

5.1. As the Company has been under Lockout since July 1999, dues under the heads Sundry Debtors, Loans and Advances and Current Liabilities including Sundry Creditors are subject to confirmation.

5.2. Sundry Debtors include an amount of Rs.95,73,047/- (Rs.1,27,94,135/-) due for a period exceeding three years against which provision of Rs.59,54,293/- has been made towards Doubtful Debts. The Company has filed suits before different judicial authorities against certain debtors for recovery of dues amounting to Rs.42,91,787/- (Rs.42,91,787/-). During the current year, the Company has adjusted the part of the receivable against the provision created earlier.

Fundamental accounting assumption regarding Going Concern.

6. As pending issues inter-alia resumption of power supply, grant of Financial Assistance and other incentives from State Government and other concerned Authorities remain unresolved, the chances of early resumption of manufacturing activities of viable plants receded. The Company has disposed off its Factory Structure, Plant & Machineries etc at Chingavanam during the financial year 2011-12 and 2013-14. The above conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Quantitative Details

7. Information pursuant to Para 3, 4C and 4D of Schedule VI, Part II to the Companies Act, 1956 are given below:

NOT APPLICABLE (as the Company has no Licensed / installed capacity)

Traded Goods –

A. CHEMICALS	<u>QUANTITY. (KG.)</u>	<u>VALUE (Rs./'000)</u>
Opening Stock	Nil (Nil)	Nil (Nil)
Purchases	Nil (Nil)	Nil (Nil)
Sales	Nil (Nil)	Nil (Nil)
Closing Stock	Nil (Nil)	Nil (Nil)

	<i>During 2014</i>	<i>During 2013</i>
8. Raw Materials Consumed	NIL	NIL
8.1. Percentage of consumption of indigenous / imported raw - Materials, packing materials, spare parts and components	NIL	NIL
9. Expenditure in Foreign Currency	NIL	2,704
10. CIF value of Imports – Raw materials / Spares / Capital goods	NIL	NIL
11. Capital Commitments	NIL	
12. The Companies in which the Directors are associated have filed the Annual Returns and did not make any default in the repayment of deposits if any fallen out. On the basis of representations received from the Directors, none of the Directors attract disqualifications under Section 274(1)(g) of the Companies Act, 1956.		
13. The Company had no full time Company Secretary as required u/s 383A of the Companies Act, 1956 during the year under report due to layoff / lock out.		
14. Others		
14.1 Basic earning per Equity Share and Diluted earning per Equity Share have been computed by dividing net profit by the weighted average number of equity shares outstanding for the year.		
14.2 Calculation of basic Earnings per share		

Sl. No.	Particulars	Equivalent number of shares for the year	
		2013-2014	2012-2013
1	Opening No of Shares	1,89,63,700	1,89,63,700
2	Total Shares Outstanding	1,89,63,700	1,89,63,700
3	Profit after Taxes in Rs. (000)	(44,788)	(46,672)
4	Nominal value of Shares	Rs. 10.00	Rs. 10.00
5	Earning per Share	(2.36)	(2.46)

15. Disclosure of transactions with Related parties, as required by Accounting Standard 18 as defined under clause 3 of the Accounting Standard have been identified on the basis of representations made by key managerial personnel and information available with the Company.

Relationship Entities where control exist: Nil

I. **Associate and Group Companies** : (1) Citric India Limited, (2) Chemo Pharma Labs Limited, (3) India Energen Limited (4) Vindhyachal Hydro Power Ltd

II. **Key Management Personnel**: Shri. S B Somani, Chairman & Managing Director

Related Party Transactions

Transactions	Associates and Group Co. Rs.	Key Management Personnel / Rs.	Total Rs.
Opening Balance receivable	1,12,00,000	-	1,12,00,000
Opening Balance payable	..	18,886	18,886
Finance Provided including loans given	1,00,96,026	2,50,000	1,03,46,026
Amount received	1,40,96,026	2,31,114	1,43,27,140
Outstanding Balance receivable	1,18,69,600	-	1,18,69,600
Outstanding Balance payable	40,00,000	-	40,00,000
Remuneration paid including perquisites	-	12,38,400	12,38,400

16. The Sundry Debtors, Sundry Creditors and Loans and Advances are subject to confirmation, reconciliation, and adjustments. The Management is of the opinion that such reconciliation or adjustments if any will not materially affect the accounts.
17. Traveling Expenses include foreign travel expenses of Directors, which are incurred for purposes other than business.
18. In view of the accumulated losses, the Management has not provided deferred tax assets as well as deferred tax liabilities. Hence the disclosure in respect of accounting of taxes on income as required under Accounting Standard 22 issued by ICAI is not done.
19. Figures are given in thousands unless otherwise stated
20. Figures for the previous year have been regrouped / rearranged wherever necessary and are given in bracket unless otherwise specified.

As per attached report of even date

For and behalf of Board of Directors

For VMD & Co.
CHARTERED ACCOUNTANTS
FRN: 125002W

Sd/-
S. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

Sd/-
CA V. M. DESAI
Membership No. 009219
No. A/01/0514

Sd/-
G. K. JOSHI
DIRECTOR

Place : Mumbai
Date : 26th MAY, 2014

ATTENDANCE SLIP

TECIL CHEMICALS & HYDRO POWER LTD.

CIN No.: L24299MH1945PLC001206

Regd. Office: P.O. CHINGAVANAM, DIST. KOTTAYAM – 686 531, KERALA

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 69TH ANNUAL GENERAL MEETING of the Company held on Monday, September 8, 2014 at 4:00 p.m. at P.O., Chingavanam, Dist. Kottayam – 686 531, Kerala

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TECIL CHEMICALS & HYDRO POWER LTD.

CIN No.: L24299MH1945PLC001206

Regd. Office: P.O. CHINGAVANAM, DIST. KOTTAYAM – 686 531, KERALA

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id:	
		*DP Id:	

I/We, being the member(s) of		shares of Tecil Chemicals & Hydro Power Ltd., hereby appoint:	
1)		of	having e-mail id
			or failing him
2)		of	having e-mail id
			or failing him
3)		of	having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **69th Annual General Meeting** of the Company held on Monday, September 8, 2014 at 4:00 p.m. at P.O., Chingavanam, Dist. Kottayam – 686 531, Kerala and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions		For	Against
1.	Consider and adopt:		
	a) Audited Financial Statement, Reports of the Board of Directors and Auditors		
	b) Audited Consolidated Financial Statement		
2.	Re-appointment of Shri S. B. Somani who retires by rotation		
3.	Appointment of Auditors and fixing their remuneration		
4.	Appointment of Shri G. K. Joshi as an Independent Director		
5.	Appointment of Shri P. C. Jain as an Independent Director		
7.	Appointment of Dr. R. S. Sarda as an Independent Director		

* Applicable for investors holding shares in electronic form.

Signed this day of 2014

Signature of shareholder

Affix Re.1.00 Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

Book Post

If undelivered please return to :

TECIL CHEMICALS & HYDRO POWER LTD.

P.O. Chingavanam – 686 531

Dist. Kottayam (Kerala)