

**Scrutinizer's Report - Combined**

To,

The Chairman of,

69<sup>th</sup> Annual General Meeting of the shareholders of Tecil Chemicals and Hydro Power Ltd. held on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala at 4 : 00 P.M.

Dear Sir,

1. I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **TECIL CHEMICALS AND HYDRO POWER LTD** for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 69<sup>th</sup> Annual General Meeting of the shareholders of Tecil Chemicals and hydro Power Ltd. held on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala at 4 : 00 P.M

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 69<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

2. I have issued separate Scrutinizer's Report dated 06/09/2014 on the e-voting and dated 13/09/2014 on the poll on the resolutions contained in the Notice to the AGM. As requested by management, I submit herewith my Combined Report on the results of e-voting together with that of Poll as under:



**Item No. 1**

**Ordinary Business: 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.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (10 = 8/5)	% of votes against on valid votes  (11 = 9/5)
(1)	(2)	(3)		(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800	0	2517800	0	33.4	2517800	0	100	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>



### Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes in favour to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

### Votes In against of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 2**

**Ordinary Business: To appoint a Director, in place of Shri Shreeniwas B. Somani (DIN No. 00077939), who retires by rotation and being eligible, has offered himself for reappointment.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (10 = 8/5)	% of votes against on valid votes  (11 = 9/5)
(1)	(2)	(3)		(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800	0	2517800	0	33.4	2517800	0	100	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Voted In Favour of Resolution**

Category	No. of Valid Votes	% of Valid Votes in favour to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

**Votes In against of Resolution**

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



Item No. 3

**Ordinary Resolution: To appoint auditors and fix their remuneration.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Intereste d Party voted in favour of the Resoluti on	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/5)	% of votes against on valid votes (11 = 9/5)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800	0	2517800	0	33.4	2517800	0	100	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>



### Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

### Votes In against of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



Item No. 4

**Special Business: To appoint Shri G.K. Joshi (DIN No. 01032861) as an Independent Director**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/5)	% of votes against on valid votes (11 = 9/5)
(1)	(2)	(3)		(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800	0	2517800	0	33.4	2517800	0	100	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>





### Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes in favour to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	- 0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

### Votes In against of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



Item No. 5

**Special Business: To appoint Shri P. C. Jain (DIN No. 00370447) as an Independent Director**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (10 = 8/5)	% of votes against on valid votes  (11 = 9/5)
(1)	(2)	(3)		(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800	0	2517800	0	33.4	2517800	0	100	0
Public Institutional Holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total.</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>



### Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes in favour to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

### Votes In against of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 6**

**Special Business: To appoint Dr. R. S. Sarda (DIN No. 01294238) as an Independent Director**

Promoter/ Public	No. of Shares Held	No. of votes Polled	Intereste d Party voted in favour of the Resoluti on	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares  (7= 3/2)	No. of Votes in Favour	No. of Votes again st	% of Votes in Favour on valid votes  (10 = 8/5)	% of votes against on valid votes  (11 = 9/5)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2517800.	0	2517800	0	33.4	2517800	0	100	0
Public Institution al holders	1982200	0	0	0	0	0	0	0	0	0
Public Others	9443043	53970	0	53970	0	0.57	53970	0	100	0
<b>Total</b>	<b>18963700</b>	<b>2571770</b>	<b>0</b>	<b>2571770</b>	<b>0</b>	<b>13.56</b>	<b>2571770</b>	<b>0</b>	<b>100</b>	<b>0</b>



### Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes in favour to Valid Votes Polled
Promoter & Promoter Group	2517800	100
Public Institutional holders	0	- 0
Public Others	53970	100
<b>Total</b>	<b>2571770</b>	<b>100</b>

### Votes In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



### Voting Result

Sr No	Resolution	Favour	Against
1	Adoption of Financial Statement for the year ended 31 <sup>st</sup> March 2013	100%	Nil
2	Reappointment of Mr. Shreeniwas B Somani who retires by Rotation	100%	Nil
3	Appointment of Statutory Auditors	100%	Nil
4	Appointment of Shri G. K. Joshi as an Independent Director	100%	Nil
5	Appointment of P.C. Jain as an Independent Director	100%	Nil
6	Appointment of Shri R. S. Sarda as an Independent Director	100%	Nil

All the above Resolution has been passed with requisite majority.

For Tecil Chemicals & Hydro Power Limited

Chairman



Thanking You,  
Yours faithfully,

Name/s and Signature/s of the Scrutinizer/s

Dr. S. K. Jain

Practicing Company Secretary

Place: Mumbai

Dated: 13/09/2014