

Report of Scrutinizer

**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman of 69th Annual General Meeting of the shareholders of Tecil Chemicals and hydro Power Ltd will be held at 4.00 P.M. on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed by the Board of Directors of Tecil Chemicals and hydro Power Ltd as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 69th Annual General Meeting of the shareholders of Tecil Chemicals and hydro Power Ltd will be held at 4.00 P.M. on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronic means on the resolutions contained in the Notice to the 69th Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer 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 System Support Services, the Registrar & Share Transfer Agent and CDSL, the Authorised Authorities to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- i. The e-voting period remained open from 2nd September, 2014 at 9.00 A.M. and remained open till 6.00 P.M. on 04th September, 2014.
- ii. The members of the Company as on the "Cut off date" i.e. 18th July, 2014 were entitled to vote on resolutions (item No. 1 to 6 as set out in the Notice of the 69th AGM of the Company)
- iii. The votes cast were unblocked on September 4th, 2014 after 6.00 P.M in the presence of two witnesses, Mr. Mayank Arora and Ms. Rucha Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name : Ms. Rucha Jain



Name : Mr. Mayank Arora

- iv. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and based on such reports generated, the result of the e-voting is 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 (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/(3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institution al holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0	3.13%	236450	0	100%	0



Voted in Favour of the Resolution:

Sr. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



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 (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes. in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/(3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institution al holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0	3.13%	236450	0	100%	0



Voted in Favour of the Resolution:

Sr No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



Item No. 3

Ordinary Business: To appoint Auditors and fix their remuneration

Promoter/ Public	No. of Shares Held (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/(3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institution al holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0		236450	0		



Voted in Favour of the Resolution:

Sr No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



Item No. 4

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

Promoter/ Public	No. of Shares Held (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/ (3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0	3.13%	236450	0	100%	0



Voted in Favour of the Resolution:

Sr No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



Item No. 5

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

Promoter/ Public	No. of Shares Held (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/(3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0	3.13%	236450	0	100%	0



Voted in Favour of the Resolution:

Sr No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



Item No. 6

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

Promoter/ Public	No. of Shares Held (1)	No. of votes Polled (2)	No. of Valid Votes (3)	No. of Invalid Votes (4)	% of Votes Polled on outstandi ng Shares (5)=[(2)/(1)]x100	No. of Votes in Favour (6)	No. of Votes against (7)	% of Votes in Favour on valid votes polled (8)=[(6)/(3)]x100	% of votes against on valid votes polled (9)=[(7)/(3)]x100
Promoter and Promoter Group	7538457	236250	236250	0	3.13%	236250	0	100%	0
Public Institutiona l holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	200	200	0	0.00%	200	0	100%	0
Total	18963700	236450	236450	0	3.13%	236450	0	100%	0



Voted in Favour of the Resolution:

Sr No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	236250	99.92%
2.	Public Financial Institution	0	0
3.	Public Others	200	0.08%
	TOTAL	236450	100%

Voted Against the Resolution:

Sr No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	TOTAL	0	0



A Compact Disc (CD) containing of a list of equity shareholders who voted "FOR",
"AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking You,
Yours faithfully,



Place: Mumbai

Dated: 06/09/2014

Name/s and Signature/s of the Scrutinizer/s
Dr. S. K. Jain
Practicing Company Secretary