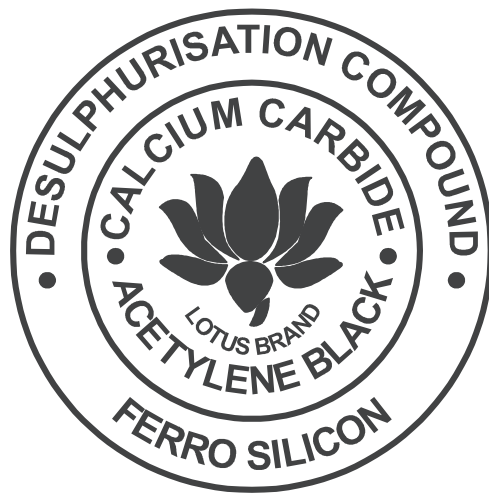


66TH ANNUAL REPORT
31ST MARCH, 2011



**TECIL CHEMICALS AND
HYDRO POWER LIMITED**

BOARD OF DIRECTORS

SHRI. SHRINIWAS B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

SHRI. G. R. BANG

DR. R. S. SARDA

SHRI. P.C. JAIN

SHRI. GHANSHYAM K. JOSHI

BANKERS

AXIS BANK LTD.
HDFC 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.

NOTICE

Notice is hereby given that the **SIXTY-SIXTH ANNUAL GENERAL MEETING** of the Company will be held on Thursday the 29th September, 2011 at 11.00 A.M., at its Registered Office at Tecil Premises, PO. Chingavanam – 686 531, Dist-Kottayam, Kerala, to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors Report, Auditors Report and audited Profit and Loss Account of the Company for the year ended 31st March, 2011 and Balance Sheet as at that date.
2. To appoint a Director in place of Shri P. C. Jain, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors of the Company to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.

“RESOLVED THAT M/s. VMD & Co., Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in connection with the Audit of the Accounts of the Company.”

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later than 48 hours before the meeting.
2. Members are requested to notify immediately any change in their address.
3. The Register of Members & Share Transfer Book of the Company will remain closed from 22nd September, 2011 to 29th September, 2011 (Both days inclusive).
4. Members desiring to submit mandates, to lodge transfer deed for shares are requested to forward the same so as to reach the Company's Registrars M/s System Support Services at 209, Shivai Industrial Estate, Next to Parke Davis Ltd., Saki Naka, Mumbai – 400 072 on or before 22nd September, 2011. The Company will not be in a position to act upon any document, which is incomplete or received after 22nd September, 2011.
5. In accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges. the particulars of Directors who are proposed to be re-appointed are given in the Corporate Governance Section.
6. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
7. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
8. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report.
10. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate Governance.
Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send Documents like the Notice convening the general meetings, Financial Statements, Directors', Auditors' Report, etc to the email address provided by you with your depositories.
We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.
11. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in demat form, the nomination has to be lodged with their DP.
12. Members are informed that 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to System Support Services.

**BY ORDER OF THE BOARD,
For TECIL CHEMICALS AND HYDRO POWER LTD.**

**PLACE: MUMBAI
DATE: 4th JULY, 2011**

**sd/-
S. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD LOOKING STATEMENTS

The report contains forward looking statements, which may be identified by their use of words like , 'Plans', 'expect', 'will', 'soon', 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 is not carrying any manufacturing activity at present. The Management of the Company has been vigorously pursuing amicable resolution of the claims of the remaining workers including payment of their Retrenchment compensation etc. After protected negotiations, settlement has been arrived at and the Company will make full and final payment of the dues of the workers as per agreed terms. Negotiations are also at advanced stage for settlement of the dues of Kerala State Electricity Board (KSEB). These were two major issues to be settled before the Company could venture into any new business activity.

TO SELL AND/OR DISPOSE OFF UNUSABLE AND/OR UNECONOMICAL AND/OR UNSERVICEABLE PLANT & MACHINERY AT CHINGAVANAM

The Shareholders of the Company had accorded their consent u/s 293(1)(a) of the Companies Act 1956 on 15-03-2005 by passing a Resolution u/s 293 (1) (a) of the Companies Act, 1956 and authorized Board of Directors of the Company to sell And/Or Dispose Off Unusable And/Or Uneconomical And/Or Unserviceable Plant & Machinery At Chingavanam.

The Board of Directors of the Company has been negotiating its prospective buyers for disposal of these assets. The Board has now identified a buyer and has decided to sell and/or disposed off all obsolete plant and machineries which have unlive their economical life.

OUTLOOK OPPORTUNITIES AND THREATS

The Manufacturing Plants of the Company have been unoperational since 1999 and sine then there has not been any activity at Chingavanam. As result, the plants and machineries and other installations have become obsolete and outdated. The Management has been making efforts to commence new business activity by making use of exiting infrastructural and other facilities available at Factory Site at Chingavanam. As the manufacturing operations have become unviable.

The Company is not having any debts on its Books. Thus there is a huge potential to enter into a new venture by utilizing the existing resources available with the Company. The Management expects that the Company will soon venture into a viable business activity.

FINANCIAL PERFORMANCE

	Amount Rs.(in Lacs)	
	<u>2010-11</u>	<u>2009-10</u>
Profit /(Loss) before Interest, Depreciation & Tax	(75.46)	(99.74)
Profit /(Loss) After Interest, Depreciation	(77.91)	(103.57)
Profit /(Loss) After Tax	(78.16)	(103.57)

HUMAN RESOURCES

Material development in human resources/ industrial relations front has been dealt with in the Directors' Report, under the head 'Operations' and 'Industrial Relations', which should be treated as forming part of this Management Discussion and Analysis. As at 31st March, 2011.

DIRECTORS' REPORT

To
The Members,

Your Directors hereby present the **SIXTY-SIXTH ANNUAL REPORT** together with the audited accounts for the year ended 31-March, 2011.

I. FINANCIAL RESULTS

The results for the year ended 31-March, 2011 are summarized herein below:

<u>Year ended 31st March</u>	<u>Rs. In Lakhs</u>	
	<u>2011</u>	<u>2010</u>
Net Sale	—	0.02
Other Income	63.46	38.66
Profit/(Loss) before interest, depreciation & Tax	(75.46)	(107.54)
Less/Add: Interest	0.07	0.99
Depreciation	2.38	13.20
Tax / VAT Paid	0.34	0.14
(Loss) / Profit for the year before tax	(78.41)	(93.21)
Provision for Taxation	0.25	—
Less : Transferred from Revaluation Reserve from P & L A/c	—	99.23
(Loss) / Profit after tax and adjustments	(78.16)	(4.34)
(Loss) b/f from previous year	(3515.55)	(3511.21)
(Loss) carried forward to Balance Sheet	(3593.71)	(3515.55)

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 not carried any Manufacturing operations during the year under report. The Plant, Machineries and other installations have become obsolete and outdated and have outlived their economic life. Hence the Board of Directors has been exploring new business opportunities to make best use of land other infrastructure facilities available at Chingavanam Plant. The Board had also conducted feasibility study and has zeroed on setting up an IT Park. After protracted negotiations an amicable settlement has been arrived at for payment of dues to at for payment of dues to remaining workmen including their claim for retrenchment compensation and payment will be made to them shortly. The Company is also at advance stage of negotiations with KSEB for one time settlement of its dues. The settlement of these two major issues will pave the way for commencing any new business activity at factory site.

IV. SALE AND/OR DISPOSAL OF SURPLUS, UNSERVICEABLE AND UNECONOMIC PLANT AND MACHINERIES

Pursuant to consent accorded by shareholders by passing ordinary resolution u/s 293 (1) (a) of Companies Act, 1956 through Postal Ballot on 15-03-2005 inter-alia for Sale of Surplus, unserviceable and uneconomic Plant and Machineries, the Board has decided to sell and /or dispose off all such assets which will enable the Company to pursue new business activity at Chingavanam factory site. The Company has initiated necessary steps for obtaining necessary approvals etc.

V. DEPOSITS

The Company does not have any deposits as on 31.03.2011

VI. INDUSTRIAL RELATIONS

The industrial relations by and large are satisfactory.

VII. 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

VIII. DIRECTORS

Shri P. C. Jain, Director of the Company who retires by rotation, but being eligible, have offered himself for re-appointment.

IX. 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.

X. AUDITORS OBSERVATIONS ON ACCOUNTS

As regards the observations of the Auditors in Para No. 3 f of their Report the directors state that since various statutory demands are under appeal and have not crystallized yet, hence no provision has been made in the accounts.

XI. DIRECTORS RESPONSIBILITY STATEMENT

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

- i. that in the preparation of the Annual Accounts for the Financial Year ended 31st March 2011, 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.
- ii. 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, 2011 and of the Profit of the Company for the year ended as on date.
- iii. 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 or the safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. that the annual accounts have been prepared on a "going concern" basis, though the Company does not have any manufacturing activity during the year.

XII. 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.

XIII. 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.

XIV. GENERAL

The Balance Sheet and Profit and Loss Account of the Company have been signed as per the provisions of section 215 (1) (ii) of the Companies Act, 1956. 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: 4th July, 2011

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:**

Ours is a power intensive process. Energy conservation programs were undertaken in the Company on a continuous basis, but due to lockout throughout the year, no measures in this regard have been undertaken.

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

		<u>Current</u>	<u>Previous</u>
		<u>Year</u>	<u>Year</u>
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 last Ten years, the ongoing energy conservation programs had been stalled.		
iv)	Foreign Exchange Earnings and Outgo: The total expenditure in foreign currency: (in Rs.'000)	320	48

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavours to review, strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2010-11 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2011.

2. Board of Directors:

The Board is headed by Executive Chairman, Mr. S. B. Somani and is composed of committed and eminent persons with considerable professional experience in varied fields and comprises a majority of Non-Executive Directors. The Board is properly constituted as per Clause 49 of the Listing Agreement and comprised of One Executive Chairman, one non- Executive Director and three Independent Directors

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2011 have been made by the Directors.

Name of Director	Category	No.of Board Meetings attended during 2010-11	Whether attended last AGM	No of other directorship	No of membership of audit committee and Share Holders & Investors Grievance Committee in other Companies	Chairmanship of audit committee and Share Holders & Investors Grievance Committee in other Companies
Mr. S.B. Somani	Executive Chairman	4	No	1	Nil	Nil
Mr. G.R. Bang	Non-Executive Director	Nil	Yes	Nil	Nil	Nil
Mr. P. C. Jain	Independent Director	4	No	Nil	Nil	Nil
Mr. R. S. Sarda	Independent Director	4	No	Nil	Nil	Nil
Mr. G. K. Joshi	Independent Director	4	No	3	2	4

(details are as on 31st March, 2011)

DATES AND NUMBER OF BOARD MEETINGS HELD

During the financial year ended 31st March, 2011, 4 Meetings of the Board of Directors were held as on 29/04/2010, 06/07/2010, 22/10/2010, and 20/01/2011.

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

In terms of the provisions of Clause 49 of the Listing Agreement and contemporary practices of good Corporate Governance, the Board has laid down a Code of Conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the said Code.

Particulars of Re-appointed Directors:

Name	: Shri P.C.Jain
Designation	: Director
Age	: 72 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 had wide experience of Secretarial work and Company laws.
Other Directorship	: NIL

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

The Audit Committee was reconstituted on 18.04.2007 with the following members comprised of Two Independent and One Non Executive Director.

The Audit Committee comprises of the following members:

Shri. P.C. Jain, Chairman
Shri. G. K. Joshi, Member
Shri. G.R. Bang, Member

The Audit Committee has 2 Independent Directors. The Composition of Audit Committee is in conformity with Clause 49 II (A) of the Listing Agreement. All the three members of the Audit Committee are financially literate and Shri G. R. Bang has accounting and management related expertise.

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

During the 2010-11 under review 4 meetings of the Audit Committee were held, on 29.04.2010, 06.07.2010, 22.10.2010 and 20.01.2011. The attendance of members are as follows:

Name	Category	Meetings during 2010-11	
		Held	Attended
Shri P. C. Jain	Independent Director	4	4
Shri G. R. Bang	Non-Executive Director	4	4
Shri G. K. Joshi	Independent Director	4	4

(a) Share Transfer & Shareholders' / Investors' Grievance Committee :**(i) Terms of references:**

- To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
- To exercise all power conferred on the Board of Directors under Article 43 of the Article of Association.
- To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- To delegate all or any of its power of Officers / Authorized Signatories of the Company.

(ii) Composition

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

Shri. R. S. Sarda Chairman
Shri. P. C. Jain Member
Shri. G. K. Joshi Member

The constitution and terms of reference of the Share Transfer & Shareholders'/ Investors' Grievance Committee is in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Share Transfer & Shareholders' / Investors' Grievance Committee met 4 times during the 2010-11 on 29.04.2010, 06.07.2010, 22.10.2010 and 20.01.2011. The attendance of the members are as follows:

Name	Category	Meetings during 2010-11	
		Held	Attended
Shri R. S. Sarda	Independent Director	4	4
Shri P. C. Jain	Independent Director	4	4
Shri G. K. Joshi	Independent Director	4	4

Name and designation of Compliance officer :

- Shri Ashok Somani, Compliance Officer.

Details of Complaints :

- No. of Shareholders' Complaints received during the year : Nil
- No. of Complaints not resolved to the satisfaction of shareholders : Nil
- No. of pending share transfers : Nil

3. General Body Meetings:

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

Financial Year	Date	Time	Location
2009-2010	29/09/2010	11.00 a.m.	Tecil Premises, Chingavanam
2008-2009	29/09/2009	4.30 p.m.	Tecil Premises, Chingavanam
2007-2008	29/09/2008	11.00 a. m.	Tecil Premises, Chingavanam

- (a) Whether Special Resolutions were put through postal ballot last year: No
 (b) Are votes proposed to be conducted through postal ballot this year : No

4. Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large: None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable. The Company has not complied with Revised Accounting Standard AS-15 for Gratuity and Leave Encashment as the same are being accounted for on Cash Basis.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization. Procedure which will be periodically reviewed by the Board.

(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. However, being a sick Company, the Company does not have any website of its own; therefore, the Company is unable to post the Code of Conduct on a website as required under Clause 49 of the Listing Agreement.

- (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

REMUNERATION OF DIRECTORS

- **Details of remuneration paid to Directors**

A. Details of remuneration paid to the Company's Managing Director during the year 2010-11:

The Company's Managing Director was paid Rs. 11,62,000/- towards remuneration during the year 2010-2011.

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

B. Details of payments made to Non-Executive Director during the financial year 2010-2011

The Non-Executive Director has not paid any remuneration towards Sitting Fees during the Financial Year 2010-2011.

5. CEO/CFO Certification

A certificate from the Managing Director on the financial statements of the Company was placed before the Board, as required by Clause 49(V) of the Listing Agreement.

Means of communication:

- (a) Quarterly Results:
The unaudited quarterly results are announced within Forty Five Days from the end of the quarter and the audited annual results within two months from the end of the last 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

6. General Shareholder information:

- (a) **AGM date, time and venue:** Annual General Meeting will be held on 29th September, 2011, Thursday at 11.00 a.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, 2011	: 14 th August, 2011
Unaudited Results for quarter ending September 30, 2011	: 14 th November, 2011
Unaudited Results for quarter ending December 31, 2011	: 14 th February, 2012
Unaudited Results for year ending March 31, 2012	: 15 th May, 2012
Audited Annual Accounts for year ending March 31, 2012	: End July/August, 2012

- (c) **Book Closure period:** 22nd day, September, 2011 to 29th day, September, 2011, both days inclusive.

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

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

The Company's securities are listed at:

- Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
- 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, Judjes 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

SUBSIDIARY COMPANIES

The revised Clause 49 defines a “material non listed Indian subsidiary” as an unlisted subsidiary, incorporated in India, who’s Turnover or Net Worth (Paid up Capital & Free Reserves) exceeds 20% of the Consolidated Turnover or Net Worth respectively, of the Listed Holding Company and its subsidiaries in the immediately preceding Accounting year.

Under this definition, the Company does not have any “material non listed Indian subsidiary” during the Year under review

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.

- (f) **Stock Code:** 506680
- (g) 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
- (h) **Share transfer system with number of Shares Transferred:**
Share transfers in physical form are registered and returned within a period of 15-20 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
Transfers	53	2113150
Other cases :	-	-
Total:	53	21131500

- (i) **Dematerialization of shares and liquidity:**
Outstanding GDRs/ Warrants, Convertible Bonds,
conversion date and its impact on equity. Nil
- (j) **Distribution of Shareholding and Shareholding Pattern as on 31.03.2011**
- (l) **Distribution of Shareholding as on 31st March, 2011:**

No. of Shares	No. of Shareholders	% of holding	No. of Shares held	% of Share held
Up to 500	21016	92.00	4730258	24.94
501-1000	1088	4.76	906165	4.78
1001-2000	423	1.85	645390	3.40
2001-3000	94	0.41	237920	1.26
3001-4000	37	0.16	131620	0.69
4001-5000	34	0.15	160130	0.84
5001-10000	60	0.26	464140	2.45
10001-50000	55	0.24	1269797	6.70
50001-100000	17	0.08	1245010	6.57
Above 100000	19	0.09	9173270	48.37
Total	22843	100	18963700	100

(ii) **Shareholding pattern as at 31st March, 2011:**

	No. of Shares held	% to Total Shares
Promoter Group	6460567	34.07
Mutual Funds and UTI	382530	2.02
Banks, FIs & Insurance Companies	1872170	9.87
Corporate Bodies	1378855	7.27
General Public	7725838	40.74
NRIs/ OCBs	1143740	6.03
TOTAL	18963700	100

(j) **Plant Location:**

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

(k) **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

(a) **Non-Mandatory Requirements:****Office of the Chairman of the Board:**

The Company does not defray the secretarial expenses of the Chairman's office.

(b) **Remuneration Committee:**

The Company has been constituted. The Remuneration Committee comprises of the following members:

Shri P. C. Jain, Chairman
Shri G. K. Joshi, Member
Shri G.R. Bang, Member

(c) **Shareholder rights- furnishing of half yearly results:**

The Company's Quarterly results are not published in news papers and are, therefore, sent to the shareholders.

Postal Ballot:

The Company will comply with the requirements of postal ballot as and when such matter arises requiring approval of the shareholders by such process in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

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, 2011.

Place : Mumbai
Date : 4th July, 2011

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

CEO/ CFO CERTIFICATE

I, S. B. Somani, CEO and Managing Director 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 Profit & Loss account for the year ended 31st March, 2011 (consolidated and unconsolidated), 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,
4th July, 2011

sd/-
S. B. Somani
CEO & Managing Director

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To The Members of **Tecil Chemicals and Hydro Power Limited**
Empire House, 3rd Floor, 214 Dr. D. N. Road,
Fort, Mumbai – 400 001

We have examined the compliance of conditions of Corporate Governance by **TECIL CHEMICALS AND HYDRO POWER LIMITED** for the year ended 31st March, 2011 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 conditions of Corporate Governance as stipulated in the above mentioned listing Agreement(s), except the following :

- 1) CEO/CFO certificate has been only signed by Shri. S. B. Somani, the CEO and Managing Director of the Company and not by CFO, Hence Company has not complied with Clause 49 of the Listing Agreement.
- 2) The Company has not published Unaudited Quarterly Financial Results in the newspapers.

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 & COMPANY
PRACTICING COMPANY SECRETARIES

sd/-
(S. K. JAIN)
Partner
C.P. NO. 3076

PLACE : MUMBAI
DATED : 4TH JULY, 2011

AUDITORS REPORT

To ,
The Members of
TECIL CHEMICALS AND HYDRO POWER LIMITED

We have audited the attached Balance Sheet of **TECIL CHEMICALS AND HYDRO POWER LIMITED** as at 31st March 2011 and the Profit and Loss Account of the Company for the year ended on that date, annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

2. *As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government of India, in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure hereto the statement on the matters specified in paragraph 4 and 5 of the said order*
3. *Further to our comments in the Annexure referred to in Paragraph (2) above, attention is invited to the following observation.*

The Company incurred a Net Loss of Rs. 78.16 Lakhs during the year-ended 31.03.2011 and as on that date, the Company's Current Liabilities exceeded its Current Assets by Rs.60.73 Lakhs. The accumulated loss as on 31.03.2011 is Rs. 3593.72 Lakhs as against the balance of Rs 3868.50 Lakhs in the Share Capital and Free Reserves other than Revaluation Reserve. We further 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 these books.
- c. The Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of accounts;
- d. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report, are prepared in compliance with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 to the extent applicable except as stated in Para 4 (f)
- e. On the basis of written representation received from the Directors and taken on record by the Board of Directors, and as per our observations in Note No. 2.17, we report that, none of the Directors is disqualified as on 31/3/2011 from being appointed as a Director in terms Section 274(1)(g) of Companies Act, 1956.
- f. No provision has been made towards:-
 - i) *Recovery suits filed by creditors for supplies of goods along with interest Rs. 5,99,516/-*

Subject to the above observations and remarks, in our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet and the Profit and Loss Account read together with the significant accounting policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required and present a true and fair view in conformity with the generally accepted accounting principles in India

- i) In so far as it relates to the Balance Sheet of the State of affairs of the Company as at 31st March, 2011 and:
- ii) In so far as it relates to the Profit & Loss Account of the Loss of the Company for the year ended on that date.
- iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

No.: A/01/0711
Date : 04.07.2011
Mumbai

For VMD & CO.
CHARTERED ACCOUNTANTS
FRN: 125002W
sd/-
V. M. DESAI, Partner
Membership No.F/9219

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 2011

1. (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.
2. (a) During the year, the Inventories have been physically verified by the Management
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventories, we are of the opinion that the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. The Company has taken unsecured loans from Companies, Firms and other parties listed in the register maintained u/s.301 of the Companies Act, 1956. The rate of interest and other terms and conditions of such loans are prima facie not prejudicial to the interests of the company in terms of sub section (1B) of section 370 of the Companies Act, 1956.
4. The Company has granted unsecured loans to Companies, firms or other parties listed in the register maintained u/s.301 of the Companies Act, 1956. The rate of interest is prima facie not prejudicial to the interests of the Company.
5. In case of over due amounts for more than Rupees One Lac reasonable steps has been taken by the Company for recovery / payment of the principal and Interest.
6. Due to lay off / lock out of the factory during the most part of the year 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.

TRANSACTION WITH PARTIES AS REFERRED U/S 301 OF COMPANIES ACT 1956

7. 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.
8. Due to lay off/ lock out the Company has not determined the unserviceable or damaged stores during the year and accordingly no provision is made for the loss, if any, in the accounts during the year.
9. Due to Lay Off / Lock Out, the Company has not accepted any deposits from the public during the year.
10. Internal Audit was not carried out during the year due to lay off / lock out.
11. As informed, the Central Government has not prescribed maintenance of cost records u/s.209 (i)(d) of the Companies Act, 1956 for the products dealt by the Company.
12. The Company is generally regular in making the payment towards Provident Fund and ESIC.
13. The Company had submitted as application before the Board for Industrial & Financial Reconstruction for the revival U/s.15(1) of Sick Industrial Companies (Special Provision Act) 1985 and Company is registered for consideration for revival under scheme. The Company has also received permission from the Hon'ble BIFR to sale its Power Projects and Surplus Land.
14. 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.79.27 Lacs (Rs.7.18 Lacs)
15. The Company has maintained adequate records in case of advances given by ways of proper security.
16. The Company is not a chit fund / nidhi / mutual funds / society.

17. 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.
18. 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.
19. To the best of our knowledge and belief and according to the information and explanations given to us, the term loan availed by the company was prima facie applied for the purpose for which the loan was obtained.
20. According to the Cash Flow Statement and other statements examined by us and the information and explanation given to us on an over all basis, fund raised on short term basis prima-facie, has not been used during the year for long term investment and vice versa.
21. 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.
22. The Company has not raised any money by public issues during the year.
23. According to the information and explanations given to us, no material fraud has been noticed or reported during the year.

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

**No.:A/01/0711
Date : 04.07.2011
Mumbai**

**Sd/-
V. M. DESAI, Partner
Membership No.F/9219**

BALANCE SHEET AS AT 31.03.2011

Sl. No.	PARTICULARS	SCHE- DULES	CURRENT YEAR Rs. (000's)	PREVIOUS YEAR Rs. (000's)
	SOURCES OF FUNDS			
I	SHAREHOLDERS FUNDS			
	a) Share Capital	(A)	206,117	206,117
	b) Reserves and Surplus	(B)	292,009	297,522
			498,126	503,639
II	LOAN FUNDS			
	Unsecured Loans	(C)	-	8,205
			-	8,205
	TOTAL		498,126	511,844
	APPLICATION OF FUNDS			
III	FIXED ASSETS	(D)		
	a) Gross Block		888,327	893,657
	b) Less: Depreciation		713,566	712,344
	c) Net Block		174,761	181,313
	d) Capital Work-in-Progress	(E)	20,949	20,949
			195,710	202,262
IV	INVESTMENTS	(F)	3,771	8,861
V	CURRENT ASSETS, LOANS AND ADVANCES			
	a) Inventories	(G)	11,535	11,535
	b) Sundry Debtors	(H)	17,265	17,265
	c) Cash and Bank Balance	(I)	22,781	7,540
	d) Loans and Advances	(J)	4,395	3,548
			55,976	39,888
VI	Less: CURRENT LIABILITIES AND PROVISIONS			
	a) Liabilities	(K)	115,222	89,242
	b) Provisions	(L)	1,480	1,480
			116,702	90,722
	NET CURRENT ASSETS		(60,726)	(50,834)
VII	Profit and Loss account		359,371	351,555
			498,126	511,844
			-	-

This is the Balance sheet referred to in our report of even date

Schedules referred to above form an integral part of the Balance Sheet

For VMD & CO.

Chartered Accountants

FRN:125002W

Sd/-

V. M. Desai, Partner

Membership No.F/9219

No. A/01/0711

Mumbai, 4th July, 2011

For & on behalf of Board of Directors

Sd/-

S. B. Somani

Chairman & Managing Director

Sd/-

G. K. Joshi, Director

Mumbai, 4th July, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

SI. No.	PARTICULARS	SCHEDULES	CURRENT YEAR Rs. (000's)	PREVIOUS YEAR Rs. (000's)
	INCOME			
1	Sales	(M)	-	2
2	Other Income	(N)	6,346	3,866
3	Sales Tax / Vat Realised	(O)	-	-
4	Increase/(Decrease) in Stock	(P)	-	-
			6,346	3,868
	EXPENDITURE			
4	Purchases		-	-
5	Payments to and Provisions for Employees	(Q)	6,869	4,348
6	Excise Duty		-	-
7	Sales Tax / Vat Paid		34	14
8	Other Expenses	(R)	6,989	9,411
9	Provision for Bad and Doubtful Debts		-	-
10	Distribution and Selling Expenses	(S)	-	69
11	Interest	(T)	7	99
12	Fixed Assets Written Off		-	-
13	Depreciation	1,223		
	Less: Transfer to Revaluation Reserve towards Additional Depreciation	985	238	284
14	Provision for Income Tax for Earlier Years		25	-
			14,162	14,225
15	Total		(7,816)	(10,357)
16	Less: Transfer to Revaluation Reserve from P & L A/c		-	9,923
17	Profit / (Loss) for the Year		(7,816)	(434)
18	(Loss) brought forward from Previous Year		(351,555)	(351,121)
19	(Loss) carried to Balance Sheet		(359,371)	(351,555)

*This is the Profit and Loss Account referred to in our report of even date
Schedules referred to above form an integral part of the Profit and Loss Account*

For VMD & CO.
Chartered Accountants
FRN:125002W

Sd/-
V. M. Desai, Partner
Membership No.F/9219

No. A/01/0711
Mumbai, 4th July, 2011

For & on behalf of Board of Directors

Sd/-
S. B. Somani
Chairman & Managing Director

Sd/-
G. K. Joshi, Director

Mumbai, 4th July, 2011

SCHEDULES FORMING PART OF THE ACCOUNTS AS ON 31.03.2011

	Rs. (' 000) Current Year	Rs. (' 000) Previous Year
<u>SCHEDULE A</u>		
<u>Share capital</u>		
Authorized		
2,00,00,000 Equity Shares of rupees 10/- each	200,000	200,000
10,00,000 Cumulative Preference Shares of rupees 100/- each	100,000	100,000
	300,000	300,000
Issued, Subscribed and Paid-up		
18963700 Equity Shares of rupees 10/- each Fully Paid Up (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 up Bonus shares by capitalizing General Reserves)	189,637	189,637
Add: Shares Forfeited (to the extent originally paid up including excess share application money adjusted on allotment Rs.1202)	16,480	16,480
	206,117	206,117
<u>SCHEDULE B</u>		
<u>RESERVES AND SURPLUS</u>		
Capital Redemption Reserve (As per Last Balance Sheet)	5,814	5,814
Investment Allowance Reserve (As per Last Balance Sheet)	2,629	2,629
Securities Premium (As per Last Balance Sheet)	139,330	139,330
Securities Premium Forfeited (As per Last Balance Sheet)	32,960	32,960
Fixed Assets Revaluation Reserve (As per Last Balance Sheet)	116,789	
Less: Adjustments during Current Year -		
Transfer to Depreciation A/c.	985	
Transfer to Profit & Loss A/c.	4,528	
	111,276	116,789
	292,009	297,522
<u>SCHEDULE - C</u>		
<u>UNSECURED LOANS</u>		
From Others	-	8,205
	-	8,205
<u>SCHEDULE - E</u>		
<u>CAPITAL WORK IN PROGRESS</u>		
Capital Work in Progress (incl. Advance Payment Rs.1875)	21,099	21,099
Less: Provision for Doubtful Debts	150	150
	20,949	20,949

SCHEDULE - D
FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 1.4.2010	Additions	Deductions	As on 31.3.2011	Upto 31.3.2010	For the year	On Deductions	Upto 31.3.2010	As on 31.3.2011	As on 31.3.2010
Land (Freehold)	28,013	-	5,381	22,632	-	-	-	-	22,632	28,013
Buildings	158,506	-	-	158,506	112,942	1,146	-	114,088	44,418	45,564
Plant & Machinery	688,091	-	-	688,091	580,851	28	-	580,879	107,213	107,240
Furniture and Office Equipments	7,143	51	-	7,194	6,814	48	-	6,862	333	329
Motor Vehicles	11,904	-	-	11,904	11,737	-	-	11,737	167	167
TOTAL	893,657	51	5,381	888,327	712,344	1,222	-	713,566	174,761	181,313
Previous year	904,414	29	10,786	893,657	711,024	1,320	-	712,344	181,313	193,390

Note: -

1. Land, buildings and Plant and Machinery were revalued as on 31.03.1995 by an approved Chartered Engineer and based on the same, the values have been reinstated as on 01.04.1995 at Rs 6,96,900 as against the book value of Rs 86,800 resulting in an increase of Rs.6,10,100.
2. The Gross Block as on 31.03.2005 includes an amount of Rs. 6,01,916 on account of revaluation of Fixed Assets
3. Depreciation is not provided for the assets not put to use during the year

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS**SCHEDULE - F****INVESTMENTS (LONG TERM)**

	NO. OF SHARES	FACE VALUE		
UNQUOTED				
Greater Bombay Co-op Bank Ltd.	100	25	3	3
			<u>3</u>	<u>3</u>
QUOTED (FULLY PAID UP)				
B.O.C. INDIA LTD	-	10	-	6
Birla Corp. Ltd	-	10	-	3
Bombay Oxygen Corp Ltd	5	100	1	1
Chemo Pharma Labs Ltd	-	10	-	991
Citric India Ltd	1673755	10	3,766	3,766
DCM Ltd	-	10	-	-
DCM Shriram Conso. Ltd	-	2	-	3
DCM Shriram Ind. Ltd	-	10	-	-
Eveready Industries Ltd.	-	5	-	1
McLEOD Russel India Ltd.	-	10	-	1
HDFC Bank Ltd.	-	10	-	2
Housing Dev. Finance Corp.ltd.	-	10	-	18
Indian Infotech and Software Ltd	-	10	-	-
Glory Polyfilms Ltd.	-	10	-	-
J K Lakshmi Cement Ltd.	-	10	-	12
Punjab Anand Batteries Ltd	50	10	1	1
Mawana Sugar Ltd.	-	10	-	2
Reliance Power Ltd.	-	10	-	25
Reliance Industries Ltd.	-	10	-	4,024
Bangal & Asam Co. Ltd.	-	-	-	2
			<u>3,768</u>	<u>8,858</u>
Aggregate amount of Quoted Investments (Market value Rs. 11344 (Rs.8858)			3,768	8,858
Aggregate amount of Unquoted Investments			<u>3</u>	<u>3</u>
TOTAL			<u>3,771</u>	<u>8,861</u>

SCHEDULE - G**INVENTORIES (At Cost or Realisable Value)**

Raw Materials	640	640
Stores and Spares	10,858	10,858
Packing materials	37	37
	<u>11,535</u>	<u>11,535</u>

SCHEDULE - H**SUNDRY DEBTORS**

(Unsecured - Considered good) (Less than 6 Months)	14597		
(Outstanding for a period exceeding six months)			
Other Debts	17966	32,563	32,563
Less: Provision for Bad and Doubtful Debts		<u>15,298</u>	<u>15,298</u>
		<u>17,265</u>	<u>17,265</u>

SCHEDULE - I**CASH AND BANK BALANCES**

Cash, Cheques and stamps in hand	111	94
With Scheduled Banks		
in Current Accounts	22,570	7,383
in Unclaimed Interest Account	100	63
	<u>22,781</u>	<u>7,540</u>

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS**SCHEDULE - J****LOANS AND ADVANCES**

Advances recoverable in cash or kind pr for value to be recd	3,415	3,605
(Unsecured - Considered Good)	482	3,242
Income Tax paid pending adjustments	498	498
Other Deposits	4,395	7,345
	-	3,797
Less: Provision for Bad and Doubtful Advances	<u>4,395</u>	<u>3,548</u>

SCHEDULE - K**CURRENT LIABILITIES**

Sundry Creditors and Other Liabilities	115,222	89,242
(Refer Note No 2.9.4 of the Notes Forming Part of Accounts)	<u>115,222</u>	<u>89,242</u>

SCHEDULE - L**PROVISIONS**

For Taxation	1,480	1,480
	<u>1,480</u>	<u>1,480</u>

SCHEDULE - M**SALES**

Sundries & Scrap	-	2
Chemicals	-	-
	<u>-</u>	<u>2</u>

SCHEDULE - N**OTHER INCOME**

Dividend (From Long Term Investments)	70	62
Interest	665	1,072
Service Charges Received	-	37
Sundry Balance Written Back	-	36
Profit on Sale of Investment	4,082	2,659
Profit on Sale of Assets	1,147	-
Court Case Fees Received	8	-
Provision Written Back	374	-
	<u>6,346</u>	<u>3,866</u>

SCHEDULE - O**SALES TAX / VAT RELEASED**

General Sales Tax / Vat	-	-
	<u>-</u>	<u>-</u>

SCHEDULE - P**INCREASE (DECREASE) IN STOCKS**

<u>Opening Stock</u>		
Finished Goods		
Shares	-	-
	<u>-</u>	<u>-</u>
<u>Closing Stock</u>		
Finished Goods		
Shares	-	-
	<u>-</u>	<u>-</u>

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS**SCHEDULE - Q****PAYMENT TO & PROVISIONS FOR EMPLOYEES**

Salaries, Wages and Bonus		
Welfare Expenses	6,493	3,955
Contribution to Provident Fund	136	142
Contribution to ESI Scheme	208	218
	32	33
Less: Transferred to Capital Work in Progress	<u>6,869</u>	<u>4,348</u>
	-	-
	<u>6,869</u>	<u>4,348</u>

SCHEDULE - R**OTHER EXPENSES**

Rent	631	593
Rates and Taxes	165	200
Fringe Benefit Tax Paid	-	13
Repairs and Maintenance	628	394
Travelling and Conveyance	3,090	926
Motor Car Expenses	82	44
Legal & Professional Charges	679	844
Director's Sitting Fees	7	17
Audit Fees	18	18
Electricity Expenses	1,123	1,183
Bank Charges	78	10
Telephone and Telex	97	121
Postage & Telegram Charges	38	116
Printing & Stationary	38	61
Annual Listing Fees	50	171
Filing Fees	3	1
Share Transfer Expenses	94	97
Office Maintenance Expenses	79	113
Books, Magazines & Periodicals	2	1
Loss on sale of Assets	-	3,449
ESIC Penalty Paid	-	284
Labour Welfare Fund	-	5
Compensation	-	663
Subscription Charges	56	49
Profession Tax - Firm	-	11
General Charges	-	3
Service Tax Paid	31	24
Sales Tax / VAT Paid	34	-
	<u>7,023</u>	<u>9,411</u>

SCHEDULE - S**DISTRIBUTION AND SELLING EXPENSES**

Advertisement & Publicity Charges		
	-	69
	<u>-</u>	<u>69</u>

SCHEDULE - T**INTEREST**

On Others		
	7	99
	<u>7</u>	<u>99</u>

SCHEDULE U**1. 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 31/03/95. Fixed assets were revalued as on 31.3.95.

d) Depreciation: -

Depreciation on fixed assets (including revalued assets) is provided for at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, to the extent specified in section 205(2)(b) as per straight line method in respect of Plant and Machinery and in section 205(2)(a) as per written down value method in respect of other assets. Additional depreciation representing the difference between depreciation on revalued amount and original cost of the assets has been withdrawn from revaluation reserve.

Depreciation on addition to and deduction from fixed assets is provided for on pro-rata basis from/up to the month of addition / deduction.

During the year there was no manufacturing activity, hence no depreciation has been provided to the extent of Rs. 1,00,65,805/- (Nil) on machineries not put to use.

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 realisable 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 realised.

2. NOTES TO ACCOUNTS:**2.1 Contingent Liabilities:**

DLF Universal Limited (Formerly known as DLF Industries Limited) (here in referred to as DLF) had filed a claim of Rs. 500 Lacs and the matter has been under Arbitration. During 2006-07, the Company had entered into a Memorandum of Understanding with the DLF in the terms of which DLF has agreed to sale/ transfer the machineries to the Company and/or its nominees which are in its possession or to be dispatched by the foreign supplier. The Company has agreed to make payment of Rs. 250 Lacs exclusive of Sales Tax, Freight and Insurance to be borne by the Company for the machineries, which are in possession of DLF. The Company has also agreed to open confirmed Letter of Credit in favour of KONCAR for shipment of the remaining machineries. The Company has made the payment of Rs.50 Lacs to DLF.

DLF has filed Statement of Claim before the Arbitral Forum inter alia for breach of terms of Memorandum of Understanding on the part of the Company. The Company has made a counter claim for financial losses, damages, costs and claims against DLF for non-fulfillment of contractual obligations. The matter is pending for hearing.

2.2 Disputed liabilities not provided for:

2.2.1 The Company has filed an appeal before Hon'ble High Court of Kerala against order of Sub-Court Kottayam awarding additional compensation of Rs. 12,38,087/- (Rs.12,38,087/-) on land acquired by the company in prior years. The company has made a deposit of Rs. 5000/- against this in the court and included under the head "Loans and Advances".

2.2.2 ESIC Kerala had made a demand of Rs.9.21 Lacs during 2009-2010 and the same has been stayed by Hon'ble High Court. This has been charged to revenue after adjusting the provision of Rs.2.84 Lacs available in the Books.

2.3 Other liabilities not provided:

Recovery Suits filed by some Creditors for supplies of goods, claiming Rs.19,30,288/- together with interest are pending before various Courts against which a sum of Rs. 13,30,772/- has been provided in the books.

2.4 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.

2.5 Managerial Remuneration:

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

Particulars	Amount (In Rupees)
Salary	730000 (780000)
Perquisites	432000 (420000)
Contribution to Provident Fund	87600 (93600)
Total	1249600 (1293600)

2.6 Computation of loss in accordance with Section 349 of the Companies Act, 1956:

March 31 st of ->	2011	2010
Profit as per Profit and Loss Account	(7816)	(434)
Less: i. Depreciation charged to A/c's	(985)	(9639)
ii. Directors Sitting fees	7	17
iii. Remuneration to MD	1250	1294
Business Profit	7544	(8762)
Less /Add: Depreciation as per Section 350	--	4388
Total Profit for the year	--	(4374)
Add: C/f (Losses) from earlier years	(411764)	(407390)
(Losses) under section 198		(411764)

2.7 During the year the Company has made payment of Rs. 22.18 Lacs in aggregate to 31 employees who have either resigned or had attained superannuation age and provision has been made for remaining employees towards Gratuity and Leave Encashment on accrual basis.

2.8 Due to Small Scale Industrial undertakings.

On verification of invoices issued by the suppliers of the company there is no Small Scale industry 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, having total amount outstanding exceeding Rs1,00,000 to each unit.

2.9 **Fixed Assets**

2.9.1 After reopening of the plants at Chingavanam (Dist – Kottayam) for maintenance the Management of the Company has physically verified the machineries, equipments and other installations and no discrepancies have been found.

2.10 **Current Assets**

2.10.1 Loans and Advances includes dues of Rs. NIL (Rs.1,00,35,000/-) from Associate Concern.

2.10.2 As the Company has been under Lock -out since July 1999 years, dues under the heads Sundry Debtors, Loans and Advances and Current Liabilities including Sundry Creditors are subject to confirmation / reconciliation.

2.10.3 Sundry Debtors include an amount of Rs.1,35,31,446/- (Rs.1,35,31,446/-) due for a period exceeding three years against which full Provision of Rs.1,35,31,446/- 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/-). Against some of these suits decrees were awarded in favour of the Company for an amount of Rs.23,11,610/- (Rs.2311610/-), which are in process of execution.

2.10.4 Advance against purchases include an amount of Rs.8,36,990/- (Rs.8,36,990/-) due for a period exceeding three years for which provision for doubtful advance has been made.

Fundamental accounting assumption regarding Going Concern.

2.11 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 Management is however hopeful that the pending issues will receive due consideration from all concerned Authorities to pave way for resumption of manufacturing operations of plants at Chingavanam. The accounts have been prepared on Going Concern basis.

Quantitative Details

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

Particulars	Calcium Carbide	Ferro Silicon	Acetylene Black	D.S. Compound	Others	Duties and Taxes recovered
Licensed Capacity (MT)	40,000	7,500	1,000	10,000	-	-
Installed Capacity (M.T.)	30,000	7,500	2,000	10,000	-	-
Opening stock Qty (M.T.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	-	-
Amount (Rs.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	-	-
Production Qty (M.T.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	-	-
Turnover Qty. (M. T.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Value in Rs.('000)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	NIL (2)	Nil (Nil)
Closing Stock Qty. (M.T.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Amount in Rs.	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

Traded Goods –

A. **CHEMICALS**

Opening Stock

Purchases

Sales

Closing Stock

2.13 **Raw Materials Consumed**

2.13.1 Percentage of consumption of indigenous / imported raw - Materials, packing materials, spare parts and components

2.14 Expenditure in Foreign Currency

Traveling Expenses (Rs. In '000)

2.15 CIF value of Imports – Raw materials

2.16 **Capital Commitments**

Estimated amount of contracts remaining to be executed on capital accounts Rs.86,64,839/- (Rs. 86,64,839/-).

2.17 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.

2.18 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 lay off / lock out.

2.19 **Others**

2.19.1 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 applicable.

2.19.2 The manufacturing plant at Chingavanam was re-opened for maintenance however the maintenance work is discontinued for the time being.

2.19.3 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.

Calculation of basic Earnings per Share

Sl. No.	Particulars	Equivalent number of shares for the year	
		2010-2011	2009-2010
1	Opening No of Shares	18963700	18963700
2	Total Shares Outstanding	18963700	18963700
3	Profit after Taxes in Rs. (000)	(7816)	(434)
4	Nominal value of Shares	Rs. 10.00	Rs. 10.00
5	Earning per Share	(0.02)	(0.02)

- 2.20 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

Citric India Ltd.
Chemo Pharma Labs Ltd.
India Energen Ltd.
B D Somani & Co
S.H Khatod & Sons
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.
Finance Provided including loans given	51,19,376	38,00,086	89,19,462
Amount received	1,18,963	8,800	1,27,763
Outstanding Balance receivable	1,17,75,413	-	1,17,75,413
Outstanding Balance payable	-	28,886	28,886
Remuneration paid including perquisites	-	11,62,000	11,62,000

- 2.21 Figures are given in thousands unless otherwise stated
2.22 Figures for the previous year have been regrouped / rearranged wherever necessary and are given in bracket unless otherwise specified.
2.23 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.
2.24 Directors' Traveling Expenses of Rs.26.89 Lakhs include foreign travel expenses of Directors, which are incurred for purposes other than business.

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/-
VIJAY KUMAR DESAI
Membership No. F/9219
No. A/01/0711
Place: Mumbai
Date: 4th July, 2011

sd/-
G. K. JOSHI
DIRECTOR

TECIL CHEMICALS AND HYDRO POWER LIMITED
ANNEXURE TO CLAUSE 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2011

	As on 31.3.2011	As on 31.3.2010
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before extraordinary items	(7,816)	(434)
<u>Adjustments for :</u>		
Depreciation	238	284
Transferred from Revaluation Reserves		(9,923)
Provision Written Back	(374)	(36)
Interest Income	(665)	(1,072)
Dividend Income	(70)	(62)
Profit on Sale of Investment	(4,082)	(2,659)
Profit on Sale of Assets	(1,147)	-
Provision for Income Tax earlier year	25	
Interest Expense	7	99
Operating Profit before Working Capital changes	(13,884)	(13,803)
<u>Adjustments for :</u>		
Trade and other receivables	-	(7,301)
Inventories	-	-
Purchase of Investments	-	-
Loans and Advances	(847)	1,303
Trade payables and Provisions	25,980	(1,435)
Cash generated from operations	11,249	9,240
Direct Taxes (paid) / Collected (TDS Collected)		186
NET CASH FROM OPERATING ACTIVITIES	11,249	9,054
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in Capital & Reserves	(5,513)	-
Increase in fixed assets	(51)	(29)
Sale of fixed assets	6,528	10,786
Increase in value of Capital Work in Progress	-	-
Sale of investments	9,172	5,042
Interest received	665	1,072
Dividend received	70	62
NET CASH FROM / (USED IN) INVESTING ACTIVITIES	10,871	16,933
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Loss on Sale of Assets	-	(3,449)
Payment of short term liabilities	(8,205)	2,961
Interest Paid	(7)	(99)
NET CASH FROM / (USED IN) FINANCING ACTIVITIES	(8,212)	(587)
NET INCREASE IN CASH AND CASH EQUIVALENTS	15,241	7,292
Cash And Cash Equivalents at the Beginning Of The Year	7,540	248
Cash And Cash Equivalents at the End Of The Year	22,781	7,540

Notes:

1. The above cash flow statements 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
2. Previous year's figures have been rearranged/regrouped wherever necessary.

This is the Cash Flow Statement referred in our report of even date.

I. REGISTRATION DETAILS

Registration No: STATE CODE
 Balance Sheet Date:

II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands)

Public Issue Right Issue
 Bonus Issue Private Issue

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(Amount Rs. Thousands)

Total Liabilities Total Assets

Source of Funds

Paid up Capital Reserve & Surplus
 Secured Loan Unsecured Loan

Application of Funds

Net Fixed Assets Investments
 Net Current Assets Misc Expenditure
 Accumulated Losses

IV. PERFORMANCE OF COMPANY

Turnover Total expenditure
PROFIT/LOSS BEFORE TAX **PROFIT/LOSS AFTER TAX**
 Earnings Per Share (inRs.) Dividend @ %

V. GENERIC NAME OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY (As per monetary terms)

Item Code No. (ITC Code No) 284910-00
 Product Description CALCIUM CARBIDE
 Item Code No. (ITC Code No) 284910-00
 Product Description DESULPHURISATION COMPOUND
 Item Code No. (ITC Code No) 280300-01
 Product Description ACETYLENE BLACK

As per our attached reports of even date

FOR VMD & CO.
 Chartered Accountants
 FRN:125002W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

sd/-
 V. M. DESAI
 (PARTNER)

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

Membership No. F/9219
 No.A/01/0711

sd/-
 G. K. JOSHI, DIRECTOR

Mumbai, 4th July, 2011

Mumbai, 4th July, 2011

TECIL CHEMICALS & HYDRO POWER LTD.
Regd. Office : Chingavanam P.O. Dist. Kottayam, Kerala – 686 531.

PROXY FORM

I/We of _____
 In the district of _____ being a member/members of the above
 named Company hereby appoint _____
 of _____ in the district of _____
 or failing him _____ of _____
 in the district of _____
 as my/our proxy to vote for me/us on my/our behalf at the 66th Annual General Meeting of the
 Company to be held on 29th September, 2011 at 11.00 A.M. and / or at any adjournment thereof.

Signed this ----- day of ----- 2011

Signature

Affix Re.1.00 Revenue Stamp

Note: The form duly completed and signed must be deposited at the Registered Office of
 the Company not less than 48 hours before the meeting.

-----TEAR HERE-----

TECIL CHEMICALS & HYDRO POWER LTD.
Regd. Office : Chingavanam P.O. Dist. Kottayam, Kerala – 686 531.

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full name of the member _____

Full name of the First Joint Holder _____

(To be filled in if first named joint holder does not attend the meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I, hereby record my presence at Annual General Meeting of the Company held at the Registered
 Office of the Company on 29th September, 2011 at 11.00 A.M.

Registered Folio No.-----

No. of Shares held -----

Member's/Proxy's Signature
 (To be signed at the time of handing over the slip)

Book Post

If undelivered please return to :
TECIL CHEMICALS & HYDRO POWER LTD.
P.O. Chingavanam – 686 531
Dist. Kottayam (Kerala)