

Quarterly Compliance Report on Corporate Governance

Name of the Company: **M/S. FISCHER CHEMIC LIMITED**

Quarter ending on: **30th JUNE 2010**

<i>Particulars</i>	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	491	Yes	Appointed independent Directors
(A)Composition of Board	49(IA)	Yes	As per stipulation
(B)Non-executive Directors' compensation & disclosures	49(IB)	Yes	Non-Executive Directors are not paid any compensation other than sitting fee
(C)Other provisions as to Board and Committees	49(IC)	Yes	Board meetings are conducted at periodical intervals as stipulated in this clause. The Committee position of the Directors in other Companies has been disclosed by all the Directors and the position is within the prescribed limit
(D)Code of Conduct	49(ID)	Yes	Code of conduct laid down
II. Audit Committee	49(II)	Yes	Constituted
(A)Qualified & Independent Audit Committee	49(IIA)	Yes	The number of independent Directors and their qualification are as per stipulated norms
(B)Meeting of Audit Committee	49(IIB)	Yes	Audit Committee Meetings are conducted at periodical intervals as stipulated in this clause
(C)Powers of Audit Committee	49(IIC)	Yes	The Audit Committee has all the powers as envisaged in this clause
(D)Role of Audit Committee	49(IID)	Yes	Performing its role as per this clause
(E)Review of Information by Audit Committee	49(IIE)	Yes	Periodical review are made

III. Subsidiary Companies	49 (III)	NA	The company has no subsidiary
IV. Disclosures 49 (IV)			Complied with
(A) Basis of related party transactions	49 (IV A)	Yes	Implemented
(B) Disclosure of Accounting Treatment	49 (IV B)	NA	Procedure laid down as per this clause
(C) Board Disclosures	49 (IV c)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV d)	NIL	The company has not come out with any issue in the recent past
(E) Remuneration of Directors	49 (IV E)	Yes	The company has not fixed any remuneration for Non-Executive Directors. The remuneration paid to the Chairman and Managing Director is disclosed in the Annual Report every year
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report has been incorporated in the Annual Report 2008-2009
(G) Shareholders	49 (IV G)	Yes	Directors Resume disclosed in the Annual Report. Share Holders / Investors Grievance Committee / Share Transfer Committee constituted
V. CEO/CFO Certification	49 (V)	Yes	Implemented
VI. Report on Corporate Governance	49 (VI)	Yes	Has been incorporated in the Annual Report 2008-2009.
VII. Compliance	49 (VII)	Yes	Has been incorporated in the Annual Report 2008-2009.

Date: 12/07/2010

Place: Chennai

for Fischer Chemic Limited,


Director