

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY:** FISCHER CHEMIC LIMITED  
**QUARTER ENDING ON:** 30<sup>th</sup> September 2009

| Particulars  | Clause of Listing agreement | Compliance status<br>Yes/No | Remarks  |
|--|-----------------------------|-----------------------------|--|
| <b>I. Board of Directors</b>   | 49 I                        | Yes                         | --   |
| (A) Composition of Board   | 49(IA)                      | Yes                         | --   |
| (B) Non-executive Directors compensation & disclosures                   | 49(IB)                      | Yes                         | No sitting fees or any other remuneration paid to Non-executive Directors. |
| © Other provisions as to Board and Committees                            | 49(IC)                      | Yes                         | --   |
| (D) Code of conduct  | 49(ID)                      | Yes                         | --   |
| <b>II. Audit Committee</b>   | 49(II)                      | Yes                         | --   |
| (A) Qualified & Independent Audit Committee                              | 49(IIA)                     | Yes                         | --   |
| (B) Meeting of Audit Committee   | 49(IIB)                     | Yes                         | --   |
| © Powers of Audit committee  | 49(IIC)                     | Yes                         | --   |
| (D) Role of Audit Committee  | 49(IID)                     | Yes                         | --   |
| (E) Review of Information by Audit committee                             | 49(IIE)                     | Yes                         | --   |
| <b>III. Subsidiary Companies</b>   | 49(III)                     | Not applicable              | --   |
| <b>IV. Disclosures</b>   | 49(IV)                      | Yes                         | --   |
| (A) Basis of related party transactions                                  | 49(IVA)                     | Yes                         |  |
| (B) Disclosure of accounting treatment                                   | 49(IVB)                     | Yes                         |  |
| (C) Board disclosures  | 49(IVC)                     | Yes                         | --   |
| (D) Proceeds from Public issues, rights issues, preferential issues etc. | 49(IVD)                     | Not applicable              | --   |
| (E) Remuneration of Directors  | 49(IVE)                     | Yes                         | --   |
| (F) Management   | 49(IVF)                     | Yes                         | Published in the Annual report for 2008-09.                                |
| (G) Shareholders   | 49(IVG)                     | Yes                         | --   |
| <b>V. CEO/CFO Certification</b>  | 49(V)                       | Yes                         | --   |
| <b>VI. Report on Corporate Governance</b>                                | 49(VI)                      | Yes                         | Published in the annual report for 2008-09.                                |
| <b>VII. Compliance</b>   | 49(VII)                     | Yes                         | --   |

For FISCHER CHEMIC LTD

  
**K. Vasudevan**  
 WHOLE-TIME DIRECTOR