

Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: **31ST DECEMBER 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)	No	Due to the sudden resignation of Two Independent Directors (w.e.f 30.08.2010) during the quarter under review , the Company could not comply with this clause and the Board of Directors are in the process of inducting 2 independent directors for meeting the requirements of listing agreement at the earliest.
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	Non-Executive Director(s) are paid only sitting fee
(C) Other provisions as to Board and Committees	49(IC)	No	Due to resignation of 2 Independent directors during the quarter under review all the committees in which the resigned directors were members are yet to be reconstituted.
(D) Code of Conduct	49(ID)	Yes	Code of conduct laid down
II. Audit Committee	49(II)	Yes	Constituted
(A) Qualified & Independent	49(IIA)	NO	Due to the sudden resignation of

Audit Committee			Two Independent Directors (w.e.f 30.08.2010) during the quarter under review , the Company could not comply with this clause and the Board of Directors are in the process of inducting 2 independent directors for meeting the requirements of listing agreement at the earliest
(B) Meeting of Audit Committee	49(IIB)	No	Audit Committee Meetings are conducted at periodical intervals as stipulated in this clause (until 30.08.2010)
(C) Powers of Audit Committee	49(IIC)	No	The Audit Committee has all the powers as envisaged in this clause (until 30.08.2010)
(D) Role of Audit Committee	49(IID)	No	Performing its role as per this clause(until.30.08.2010)
(E) Review of Information by Audit Committee	49(IIE)	No	Periodical review are made (until 30.08.2010)
III. Subsidiary Companies	49 (III)	NA	The Company has no subsidiaries
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 2009-2010
(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 2009-2010.
VII. Compliance	49 (VII)	Yes	Has been incorporated in the Annual Report 2009-2010.

Date : 02/02/2011

Place: Chennai

for FISCHER CHEMIC LIMITED

Director