

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE FINANCIAL YEAR 2018 - 2019**

Under Reg. 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of Business	Yes
Terms and Conditions of Appointment of Independent Directors	Yes
Composition of Various Committees of Board of Directors	Yes (*)
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	N.A.
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material' Subsidiaries	N.A.
Details of Familiarization Programmes imparted to Independent Directors	Yes
Contact Information of the Designated Officials of the Company who are responsible for assisting and handling Investor Grievances	Yes
E-mail address for Grievance Redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of Agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the Company	N.A.



Cont...2/-



..(2)..

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes (#)
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for Orderly Succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	N.A.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes (*)
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.



Cont...3/-

..(3)..

Other Corporate Governance requirements with respect to Subsidiaries of Company	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with Compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management.	26(2) & 26(5)	Yes
<p>Note: (*) Consequent to the resignation of Mr.C.V.Sankar, Independent Director, a member of Audit Committee, with effect from March 25, 2019, the composition of the Audit Committee has been reduced to 2 members. However, the Audit Committee shall be reconstituted with required composition in the next Board meeting.</p> <p>(#) Consequent to the resignation of Mr.C.V.Sankar, Independent Director, with effect from March 25, 2019, the composition of the Independent Director in the Board has been reduced below 50%. However, the Company is in the process of appointing a new Independent Director and the same shall be completed within the statutory time limit of 3 months.</p>		
<p>Note</p> <p>(i) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>(ii) If status is "No" details of non-compliance may be given here.</p> <p>(iii) If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Company has approved 'Material Subsidiary Policy' and the Corporate Governance requirements with respect to subsidiaries have been complied - Not Applicable.</p>		
<p> A. Thanikainathan Company Secretary & Compliance Officer for Kothari Petrochemicals Limited</p> <p></p>		