

**FORM NO. MGT - 7**

**Annual Return  
of  
Kothari Petrochemicals Limited**

[Pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

	Corporate Identification Number (CIN) of the Company	L11101TN1989PLC017347
(i)	Global Location Number (GLN) of the Company	-
	Permanent Account Number (PAN) of the company	AAACK1347H
(ii)	(a) Name of the company	Kothari Petrochemicals Limited
	(b) Registered office address	Kothari Buildings, No.115, Nungambakkam high road, Chennai Tamilnadu - 600034 India
	(c) e-mail ID of the company	<a href="mailto:secdept@hckgroup.com">secdept@hckgroup.com</a>
	(d) Telephone number with STD code	044 - 3022 5507
	(e) Website	<a href="http://www.kotharipetrochemicals.com">www.kotharipetrochemicals.com</a>
(iii)	Date of Incorporation	28/04/1989

	Type of the Company	Category of the Company	Sub-category of the Company
(iv)	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital	Yes
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(vi) Whether shares listed on recognized Stock Exchange(s)	Yes
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a) If yes, details of stock exchanges where shares are listed

S.No	Stock Exchange Name	Code
1	National Stock Exchange	1024

b)	CIN of the Registrar and Transfer Agent	U67120TN1998PLC041613
	Name of the Registrar and Transfer Agent	Cameo Corporate Services Limited
	Registered office address of the Registrar and Transfer Agents	"Subramanian Building" No.1 Club House Road, Chennai, Tamilnadu 600 002 India

(vii)	*Financial year From date	From (DD/MM/YYYY)	To (DD/MM/YYYY)
		01/04/2020	31/03/2021

(viii)	Whether Annual general meeting (AGM) held	Yes
	(a) If yes,- Date of AGM	29/07/2021
	(b) Due date of AGM	30/09/2021
	(c) Whether extension of AGM was granted - Yes / No.	No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A
	(e) Extended due date of AGM after grant of extension	N.A
	(f) Specify the reasons for not holding the same	N.A

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities	1
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S. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products	95.98

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

* No. of Companies for which information is to be given	1
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S. No	Name of the Company	CIN / FCRN / LLPIN	Holding / Subsidiary / Associate	% of shares held
1	BHK Trading LLP	AAE-5313	Holding	60.34

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) Share Capital

##### a) Equity Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	6,00,00,000	5,96,40,700	5,88,46,400	5,88,46,400
Total amount of equity shares (in Rupees)	60,00,00,000	59,64,07,000	58,84,64,000	58,84,64,000

Number of classes	1
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Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	6,00,00,000	5,96,40,700	5,88,46,400	5,88,46,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60,00,00,000	59,64,07,000	58,84,64,000	58,84,64,000

##### b) Preference Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	6,00,000	0	0	0
Total amount of preference shares (in Rupees)	6,00,00,000	0	0	0

Number of classes	1
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Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Preference Shares				
Number of preference shares	6,00,000	0	0	0

Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	<b>6,00,00,000</b>	<b>0</b>	<b>0</b>	<b>0</b>

**c) Unclassified Share Capital-**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**d) Break-up of paid-up share capital**

Class of Shares	No. of shares			Total Nominal Amount	Total Paid up amount	Total Premium
<b>Equity Share :</b>	Physical	Demat	Total	<b>58,84,64,000</b>	<b>58,84,64,000</b>	
<b>At the beginning of the year</b>	14,91,636	5,73,54,764	<b>5,88,46,400</b>	<b>58,84,64,000</b>	<b>58,84,64,000</b>	
<b>Increase during the year</b>	0	0	0	0	0	0
(i) Public Issue	0	0	0	0	0	0
(ii) Rights Issue	0	0	0	0	0	0
(iii) Bonus Issue	0	0	0	0	0	0
(iv) Private Placement / Preferential Allotment	0	0	0	0	0	0
(v) ESOPs	0	0	0	0	0	0
(vi) Sweat Equity shares allotted	0	0	0	0	0	0
(vii) Conversion of Preference shares	0	0	0	0	0	0
(viii) Conversion of Debentures	0	0	0	0	0	0
(ix) GDRs / ADRs	0	0	0	0	0	0
(x) Others, specify Dematerialization of Shares	0	43,104	0	0	0	0
<b>Decrease during the year</b>	0	0	0	0	0	0
(i) Buy-back of shares	0	0	0	0	0	0
(ii) Shares Forfeiture	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify Dematerialization of Shares	43,104	0	0	0	0	0
<b>At the end of the year</b>	14,48,532	5,73,97,868	<b>5,88,46,400</b>	<b>58,84,64,000</b>	<b>58,84,64,000</b>	
Preference Shares						
<b>At the beginning of the year</b>	0	0	0	0	0	0
<b>Increase during the year</b>	0	0	0	0	0	0
(i) Issues of shares	0	0	0	0	0	0
(ii) Re-issue of forfeited shares	0	0	0	0	0	0
(iii) Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
(i) Redemption of shares	0	0	0	0	0	0
(ii) Shares forfeited	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify						

At the end of the year	0	0	0	0	0	0
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ISIN of the equity shares of the Company -	INE720A01015
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(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	-	-	-
	Face value per share	-	-	-
After split / Consolidation	Number of shares	-	-	-
	Face value per share	-	-	-

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐

Nil

[Details being provided in a CD/Digital Media] Yes ☒ No Not Applicable

Separate sheet attached for details of transfers ☒ Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	10 <sup>th</sup> August 2020
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 – Stock
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	
Ledger Folio of Transferee	
Transferee's Name	

**(iv) Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Details of Debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0

Fully convertible debentures	0	0	0	0
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**(v) Securities (other than shares and debentures)**

**0**

Type of Securities	No. of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i)	Turnover	Rs.228,89,52,025
(ii)	Net worth of the Company	Rs.123,12,62,884

**VI. (a) SHARE HOLDING PATTERN - Promoter**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				
	(i) Indian	62,67,193	10.65	0	
	(ii) Non - resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	
4	Banks	0	0	0	
5	Financial institutions	0	0	0	
6	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	3,55,04,812	60.33	0	
10	Others				
	<b>Total</b>	<b>4,17,72,005</b>	<b>70.98</b>	<b>0</b>	<b>0</b>

<b>Total number of shareholders (promoters)</b>	<b>6</b>
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**(b) SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				

	(i) Indian	93,92,369	15.95	0	
	(ii) Non - resident Indian (NRI)	2,98,892	0.51	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	
4	Banks	3,481	0.01	0	
5	Financial institutions	2,000	0.00	0	
6	Foreign institutional investors	40,500	0.07	0	
7	Mutual funds	49,400	0.08	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	61,16,069	10.40	0	
10	Others				
	(i) Clearing Members	62,731	0.11	0	
	(ii) Directors & their Relatives	4,000	0.01	0	
	(iii) Hindu undivided family	4,50,593	0.76	0	
	(iv) Investor Education and protection Fund	6,54,360	1.12	0	
	<b>Total</b>	<b>170,74,395</b>	<b>29.02</b>	<b>0</b>	<b>0</b>

<b>Total number of shareholders (other than promoters)</b>	<b>11,743</b>
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<b>Total number of shareholders (promoters + Public / other than promoters)</b>	<b>11,749</b>
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**(c) Details of Foreign institutional investors' (FIIs) holding shares of the company**

**1**

<b>Name of the FII</b>	<b>Address</b>	<b>Date of Incorporation</b>	<b>Country of Incorporation</b>	<b>Number of shares held</b>	<b>% of shares held</b>
PIONEERING MANAGEMENT CORPN	Standard Chartered Bank, Custodial Services Phoenix Centre, 462 Phoenix Mills Compound, Senapati Bapat Marg lower Parel, Mumbai - 400013			40,500	0.07

## **VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	6	6

Members (other than promoters)	10,984	11,743
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non - Executive	Executive	Non - Executive	Executive	Non-Executive
<b>A. Promoter</b>	1	1	1	1	0.02	10.63
<b>B. Non-Promoter</b>	1	3	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors Representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>5</b>	<b>0.02</b>	<b>10.63</b>

**Number of Directors and Key managerial personnel  
(who is not director) as on the financial year end date**

**9**

### (B) (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : if any)
Nina Bhadrashyam Kothari	00020119	Director	62,57,500	
Arjun Bhadrashyam Kothari	07117816	Managing Director	9,593	
Muthukumaran Rajavel	08145611	Whole-time director	0	
Sitharaman Sundarraman	01032768	Director	4,000	
Velumuri Venkata SuryaRau	00010274	Director	0	
Brij Mohan Bansal	00261063	Additional Director	0	
Gautam Roy	06659522	Additional Director	0	



Deepa Sajjan Bansal	AVKPB 2571N	Company Secretary	0	10/04/2021
Sukshmapuriswaran Sivamahesh	CPTPS 5400Q	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year - 3**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ change in designation/ Cessation)
Pranab Kumar Rudra	00382665	Director	16/06/2020	Cessation
Brij Mohan Bansal	00261063	Additional Director	10/08/2020	Appointment
Gautam Roy	06659522	Additional Director	10/08/2020	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

**1**

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]	10/08/2020	12,499	101	78.61

**B. BOARD MEETINGS:**

Number of meetings held

**5**

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	16/06/2020	06	06	100
2	10/08/2020	07	07	100
3	04/11/2020	07	07	100
4	27/01/2021	07	07	100
5	11/02/2021	07	07	100

**C. COMMITTEE MEETINGS**

Number of meetings held

**13**

S. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	16/06/2020	03	03	100
2	Audit Committee	10/08/2020	04	04	100
3	Audit Committee	04/11/2020	04	04	100
4	Audit Committee	27/01/2021	04	04	100
5	Nomination and Remuneration Committee	06/08/2020	02	02	100
6	Nomination and Remuneration Committee	16/10/2020	03	02	66.67
7	Nomination and Remuneration Committee	10/02/2021	03	03	100
8	Corporate social Responsibility committee	16/10/2020	03	03	100
9	Investment and Credit Approval Committee	25/11/2020	03	03	100
10	Stakeholders Relationship Committee	15/06/2020	03	03	100
11	Stakeholders Relationship Committee	27/08/2020	03	03	100
12	Stakeholders Relationship Committee	16/12/2020	03	03	100
13	Stakeholders Relationship Committee	17/03/2021	03	03	100

#### D. ATTENDANCE OF DIRECTORS

Sl. N	Name of the Director	Board of Meetings			Committee Meetings			Whether attended AGM held on 29/07/2021 (Y/N/NA)
		No. of meeting which director was entitled to attend	No. of Meeting attended	% of attendance	No. of meetings which director was entitled to attend	No. of Meeting attended	% of attendance	
1	Nina Bhadrashyam Kothari	5	5	100	9	9	100	Yes
2	Arjun Bhadrashyam Kothari	5	5	100	6	6	100	Yes

3	Muthukumaran Rajavel	5	5	100	0	0	0	Yes
4	Sitharaman Sundarraman	5	5	100	13	13	100	Yes
5	Velumuri Venkata SuryaRau	5	5	100	06	05	83.33	Yes
6	Brij Mohan Bansal	4	4	100	03	03	100	Yes
7	Gautam Roy	4	4	100	03	03	100	Yes

#### X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arjun Bhadrashyam Kothari	Managing Director	69,85,000	66,09,968	-	-	1,35,94,968
2	Muthukumar an Rajavel	Whole time Director	71,41,293	-	-	-	71,41,293
	<b>Total</b>		<b>1,41,26,293</b>	<b>66,09,968</b>			<b>2,07,36,261</b>

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sukshmapuris waran Sivamahesh	Chief Financial Officer	27,15,872	-	-	-	27,15,872
2	Deepa Sajjan Bansal	Company Secretary	15,39,287	-	-	-	15,39,287
	<b>Total</b>		<b>42,55,159</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>42,55,159</b>

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Nina Bhadrashyam	Non-Executive	-	-	-	1,90,000	1,90,000

	Kothari	Director					
2	Sitharaman Sundarraman	Independent Director	-	-	-	2,80,000	2,80,000
3	Velumuri Venkata SuryaRau	Independent Director	-	-	-	2,50,000	2,50,000
4	Brij Mohan Bansal	Independent Director	-	-	-	1,90,000	1,90,000
5	Gautam Roy	Independent Director	-	-	-	1,90,000	1,90,000
6	Pranab Kumar Rudra	Independent Director	-	-	-	50,000	50,000
	<b>Total</b>					<b>11,50,000</b>	<b>11,50,000</b>

## **XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

**A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year**

☒ Yes ☐ No

**B. If No, give reasons/observations**

## **XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS**

☒ Nil

Name of the company/directors/officers	Name of the court/concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Details of penalty/punishment	Details of appeal (if any) including present status

**(B) DETAILS OF COMPOUNDING OF OFFENCES**

☒ Nil

Name of the company/directors/officers	Name of the court /concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### **XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Core rupees or more or turnover of Fifty Core rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vasumathy Vasudevan

Whether associate or fellow



Associate



Fellow

Certificate of practice number

9451

#### **I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### **Declaration**

I am Authorized by the Board of Directors of the company vide resolution no.

02

dated 11/02/2021

(DD/MM/YYYY) to sign this form and declare that all requirements

of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**



Company Secretary



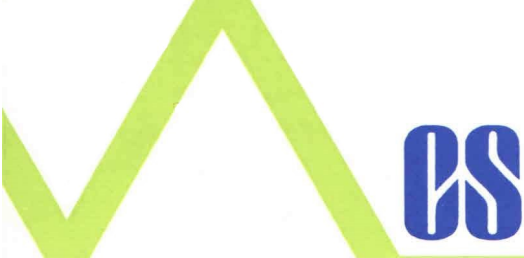
Company Secretary in Practice

Membership Number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Copy of MGT-8
3. Optional Attachment(s), if any



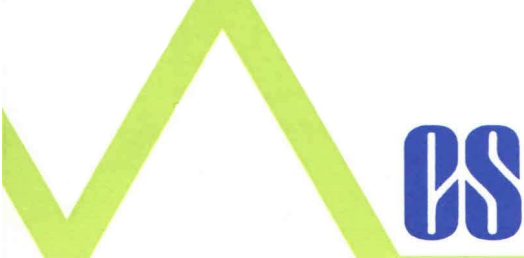
**Form MGT 8**

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **Kothari Petrochemicals Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers and records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Central Government, the Tribunal, Court~~ or other authorities within / beyond the prescribed time - The List of forms filed with various authorities are not Forming part of annual return as per 2 (ii) of Companies (Management and Administration) Amendment Rules, 2015, hence no Certification of this is being done;
  4. calling or convening or holding meetings of Board of Directors or its committees, if any, on due dates as stated in the annual return in respect of which meetings, proper notices were given ~~and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minutes Book or Registers maintained for the purpose and the same have been signed;



5. closure of Register of Members / ~~Security holders~~, as the case may be;
6. advances or loans made to the directors or persons or firms or companies referred in Section 185 of the Act – Not Applicable;
7. contracts or arrangements with related parties as specified in Section 188 of the Act – As per information provided by the Company, the contracts / arrangements with Related Parties are said to be at arm's length basis and were in the ordinary course of business and requirements of the relevant provisions have been complied with;
8. ~~issue or allotment or transfer or transmission or buy back of securities or redemption of preference shares or debentures or alteration or reduction of share capital or conversion of shares or securities~~ and issue of security certificates in such instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act – Not Applicable;
10. ~~declaration / payment of dividend~~, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statements as per the provisions of Section 134 of the Act and Directors' Report is as per sub-sections (3), (4) and (5) thereof;
12. constitution or appointment or re-appointments or retirement or filling up casual vacancies or disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment or reappointment ~~or filling up casual vacancy~~ of auditors as per Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director and Registrar of Companies, Court or such other authorities under the various provisions of the Act - No such approvals were required;





15. the company has not invited /accepted or renewed or repaid any deposits and hence compliance under Section 73 to 76 of the Act are not applicable;
16. borrowings from ~~its directors, members, public financial institutions, banks and others~~ and creation or modification or satisfaction of charges in that respect, wherever applicable;
17. there were no loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; and
18. there were no alterations in the provisions of the Memorandum and Articles of Association of the Company;

**Note:**

- Relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, due to Covid-19 Pandemic have been considered, wherever applicable; and
- Wherever words / phrases are not applicable to the company or such events have not occurred during the financial year, the same are struck-off in this certificate.

For **V. VASUMATHY ASSOCIATES,**

**V. VASUMATHY**

Practising Company Secretary

FCS No. 5424, COP: 9451

UDIN: F005424C000722503

Place: Chennai

Date: August 2, 2021

This Certificate is to be read with my letter of even date which is annexed as "Annexure A" and forms an integral part of this Certificate.



**Annexure A**

To  
The Members  
**KOTHARI PETROCHEMICALS LIMITED**  
Kothari Building  
No. 115, Nungambakkam High Road  
Chennai - 600 034.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. Due to the Covid - 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

Signature:

Name of the Practising Company Secretary: V. Vasumathy  
FCS No. : 5424; COP No. : 9451

Place: Chennai

Date: August 2, 2021

170820201000500000010000010358VINODA  
28102020100010000001000000033KUSUMBEN CHAVDA  
28102020100010000001000000102JAGAN N  
28102020100010000001000000129BHASKAR S  
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28102020100050000001000002235C CHANDRIKA  
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28102020100050000001000002392K G RUDRA GOUD  
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[illegible]