



**SECRETARIAL COMPLIANCE REPORT OF KOTHARI PETROCHEMICALS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

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

I, V. Vasumathy, Practising Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **KOTHARI PETROCHEMICALS LIMITED** ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2021 ("Review Period"), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period, since there were no issues or any such events during the year which required specific compliance under:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matter specified below:

<i>Sl. No.</i>	<i>Compliance Requirement (Regulations / circulars / guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
<i>NIL</i>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) No actions were taken against the listed entity / its promoters / directors, either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder and the Company does not have any material subsidiary.



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sl. No.</i>	<i>Observations of the Practising Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practising Company Secretary on the actions taken by the listed entity</i>
<i>Not Applicable, since there were no such observations made in the previous report.</i>				

Note:

- ❖ 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.
- ❖ 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

UDIN: F005424C000262307

Place: Chennai

Date: May 8, 2021