

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
 Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : Kothari Petrochemicals Limited

2. Quarter ending : June 30, 2021

<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cession	Tenure (in months) (*)	Date of Birth	No. of director ship in listed entities including this listed entity [Reg 17A(1)]	No of Independent Directorship in listed entities including this listed entity [Reg 17A(1)]	Number of memberships in Audit/ Stakeholder Committee including this listed entity (Reg 26(1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (reg 26(1))
Mrs.	Nina B. Kothari	DIN: 00020119	Chairperson - Non-Executive Non-Independent	27.05.2014	--	--	--	21.07.1962	2	--	1	1
Mr.	Arjun B. Kothari	DIN:07117816	Executive - Managing Director	08.04.2015	01.04.2020	--	--	11.09.1991	2	--	2	--
Mr.	M. Rajavel	DIN: 08145611	Executive - Whole Time Director	01.08.2018	01.08.2018	--	--	01.05.1963	1	--	--	--
Mr.	S. Sundarraman	DIN:01032768	Non-Executive - Independent Director	22.11.2017	22.11.2017	--	43	11.05.1968	1	1	2	1
Mr.	V. V. SuryaRau	DIN: 00010274	Non-Executive - Independent Director	20.05.2019	20.05.2019	--	25	10.07.1943	1	1	1	--
Mr.	Brij Mohan Bansal	DIN: 00261063	Non-Executive - Independent Director	10.08.2020	10.08.2020	--	11	04.01.1951	2	2	2	--
Mr.	Gautam Roy	DIN: 06659522	Non-Executive - Independent Director	10.08.2020	10.08.2020	--	11	28.01.1958	1	1	1	--

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes

**Note:**  
*\$PAN of any director would not be displayed on the website of Stock Exchange*  
*&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*  
*\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. S. Sundarraman	Chairman - Non-Executive - Independent	10.08.2020	--
		Mr. V. V. SuryaRau	Member - Non-Executive - Independent	20.05.2019	--
		Mr. Brij Mohan Bansal	Member - Non-Executive - Independent	10.08.2020	--
		Mr. Gautam Roy	Member - Non-Executive - Independent	10.08.2020	--
2. Nomination & Remuneration Committee	Yes	Mr. S. Sundarraman	Chairman - Non-Executive - Independent	10.08.2020	--
		Mrs. Nina B. Kothari	Member - Non-Executive - Non-Independent	22.11.2017	--
		Mr. V. V. SuryaRau	Member - Non-Executive - Independent	10.08.2020	--
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mrs. Nina B. Kothari	Chairperson - Non-Executive - Non-Independent	22.11.2017	--
		Mr. Arjun B. Kothari	Member - Executive	22.11.2017	--
		Mr. S. Sundarraman	Member - Non-Executive - Independent	22.11.2017	--

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
Jan 27, 2021	May 24, 2021	Yes	07	04	101 days
Feb 11, 2021					

\* to be filled in only for the current quarter meetings

**IV. Meeting of Committees****1. Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
May 24, 2021	Yes, Adequate quorum was present	04	04	Jan 27, 2021	116 days

**2. Nomination and Remuneration Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
May 17, 2021	Yes, Adequate quorum was present	03	02	Feb 10, 2021	95 days

**3. Stakeholders Relationship Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of Independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	Mar 17, 2021	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b> (1) 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. (2) If status is "No" details of non-compliance may be given here.	

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b> 2. The composition of the following Committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (a) Audit Committee - <b>Yes</b> (b) Nomination & Remuneration Committee - <b>Yes</b> (c) Stakeholders Relationship Committee - <b>Yes</b> 3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b> 4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b> 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. - <b>Yes</b> Any comments/observations/advice of Board of Directors: <i>Nil</i>
<i>for Kothari Petrochemicals Limited</i>  <b>K. Priya</b> Company Secretary and Compliance Officer

\* V. V. SuryaRau aged 76 years was appointed as Independent Director by passing special resolution dated 14<sup>th</sup> May 2019.