

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2022 - 2023

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)	If Yes provide link to website. If No / NA provide reasons
As per Regulation 46(2) of the LODR		
Details of Business	Yes	https://www.kotharipetrochemicals.com/products/
Terms and Conditions of Appointment of Independent Directors	Yes	https://www.kotharipetrochemicals.com/investors/board-of-directors/
Composition of Various Committees of Board of Directors	Yes	https://www.kotharipetrochemicals.com/investors/board-of-directors/
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	https://www.kotharipetrochemicals.com/investors/code-of-conduct/
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	https://www.kotharipetrochemicals.com/investors/policies/
Criteria of making payments to Non-Executive Directors	Yes	https://www.kotharipetrochemicals.com/investors/policies/ (Only Sitting fees Paid)
Policy on dealing with Related Party Transactions	Yes	https://www.kotharipetrochemicals.com/investors/policies/
Policy for determining 'Material' Subsidiaries	N.A	The Company do not have any material subsidiaries
Details of Familiarization Programmes imparted to Independent Directors	Yes	https://www.kotharipetrochemicals.com/investors/policies/
E-mail address for Grievance Redressal and other relevant details	Yes	https://www.kotharipetrochemicals.com/investors/investors-relations/
Contact Information of the Designated Officials of the Company who are responsible for assisting and handling Investor Grievances	Yes	https://www.kotharipetrochemicals.com/investors/investors-relations/
Financial Results	Yes	https://www.kotharipetrochemicals.com/investors/quarterly-result/
Shareholding Pattern	Yes	https://www.kotharipetrochemicals.com/investors/compliance/
Details of Agreements entered into with the media companies and/or their associates	N.A	The Company did not enter into any agreements with media Companies and / or their Associates

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Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	No presentation is made by the entity
New name and the old name of the Company	N.A	No change in the name of the Company
Advertisements as per regulation 47 (1)	Yes	https://www.kotharipetrochemicals.com/investors/compliance/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.kotharipetrochemicals.com/investors/credit-ratings/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A	The company do not have subsidiaries in the relevant financial year.
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.kotharipetrochemicals.com
Materiality Policy as per Regulation 30	Yes	https://www.kotharipetrochemicals.com/investors/policies/
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	The company is not falling under top 1000 listed companies.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

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), 17(1A) & 17 (1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes

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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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	N.A
Meeting of Risk Management Committee	21(3A)	N.A
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	Yes

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Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to Subsidiaries of Company	24(2),(3),(4),(5) & (6)	N.A
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A
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</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>for Kothari Petrochemicals Limited</p>		
<p>K. Priya Company Secretary & Compliance Officer</p>		