

KOTHARI PETROCHEMICALS LIMITED (KPL)
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 : March 31, 2023

I. Composition of Board of Directors												
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 Cessation	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	01.08.2021	--	--	01.05.1963	1	--	--	--
Mr.	S. Sundarraman	DIN:01032768	Non-Executive - Independent Director	22.11.2017	22.11.2022	--	64	11.05.1968	1	1	2	1
Mr.	V. V. SuryaRau	DIN: 00010274	Non-Executive - Independent Director	20.05.2019	20.05.2019	--	46	10.07.1943	1	1	1	--
Mr.	Brij Mohan Bansal	DIN: 00261063	Non-Executive - Independent Director	10.08.2020	10.08.2020	--	32	04.01.1951	2	2	2	--
Mr.	Gautam Roy	DIN: 06659522	Non-Executive - Independent Director	10.08.2020	10.08.2020	--	32	28.01.1958	1	1	1	--

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Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes
Note: <i>SPAN 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</i> <i>* 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.</i>	

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	22.11.2017	--
		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	22.11.2017	--
		Mrs. Nina B. Kothari	Member - Non-Executive - Non-Independent	27.05.2014	--
		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	27.05.2014	--
		Mr. Arjun B. Kothari	Member - Executive	08.04.2015	--
		Mr. S. Sundarraman	Member - Non-Executive - Independent	22.11.2017	--

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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)
Nov 02, 2022	Feb 07, 2023	Yes	07	04	96 days
* 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
Feb 07, 2023	Yes, Adequate quorum was present	04	04	Nov 02, 2022	96 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
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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
Jan 24, 2023	Yes, Adequate quorum was present	3	1	--	--

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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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
Note	
(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.	

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

- * Mr. V. V. SuryaRau aged 76 years was appointed as Independent Director by passing special resolution dated 14.05.2019.
- * Mr. S. Sundarraman is a member of Audit Committee since 22nd Nov 2017 and got appointed as the Chairman of the Committee on 10.08.2020.
- * Mr. S. Sundarraman is a member of Nomination and Remuneration Committee since 22nd Nov 2017 and appointed as the Chairman of the Committee on 10.08.2020.
- * Mrs. Nina B. Kothari is a member of Stakeholders Relationship Committee since 27th May 2014 and appointed as the Chairperson of the Committee on 22.11.2017.
- * Mr. S. Sundarraman was re-appointed as Independent Director through Special Resolution passed in the Annual General Meeting held on 02.08.2022.

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

1. Name of Company : Kothari Petrochemicals Limited

2. Half year ending : March 31, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during Six Month	Balance outstanding at the end of Six Month
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Date: 10th April 2023



for **Kothari Petrochemicals Limited**



S. Sivamahesh
Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt.
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.