



**SECRETARIAL COMPLIANCE REPORT OF KOTHARI PETROCHEMICALS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with NSE Circular No. NSE/CML/ 2023/21 dated March 16, 2023 and Circular No. NSE/CML/ 2023/30 dated April 10, 2023]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KOTHARI PETROCHEMICALS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Kothari Building, No. 115, Nungambakkam High Road, Chennai – 600 034. Secretarial Review was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing an opinion thereon.

Based on verification of the listed entity's books, papers, minutes books, forms and returns filed, other records maintained by the listed entity and information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the financial year 2022-23, complied with the statutory provisions listed hereunder and has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Vasumathy Vasudevan, 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, 2023 ("Review Period"), in respect of compliance with the provisions of:

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

Specific Regulations, whose provisions and circulars / guidelines issued thereunder, have been examined, wherever applicable, 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 / Circulars 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 and Sweat Equity) Regulations, 2021;

(d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations / circulars / guidelines issued by SEBI. 	YES YES	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in annual corporate governance 	YES YES YES	



Sl. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
	report under Regulation 27 (2) are accurate and specific which redirects to the relevant document(s)/ section of the website.		
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	There are no Subsidiary Companies.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	YES	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial as prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	YES	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	YES NA	Prior Approval of the Audit Committee has been obtained.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by	YES	



Sl. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
	SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein**.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulations / circulars / guidance notes etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing / re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There has been no appointment / re-appointment of auditor during the review period.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents, have been brought to the notice of the Audit	NA	There has been no resignation of auditor during the review period.



Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
	<p>Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.	NA	There has been no resignation of auditor 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:

Sl. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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

Sl. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



Assumptions & Limitation of Scope and Review:

- ❖ Compliance of the applicable laws and ensuring the authenticity of documents and information furnished is the responsibility of the management of the listed entity.
- ❖ My responsibility is to certify based on our examination of relevant documents and information. 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.
- ❖ I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- ❖ This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- ❖ I have also relied on scanned / soft copies of various documents / records which were provided by the Company.

Signature:

Name of the Practising Company Secretary: Vasumathy Vasudevan

FCS No. : 5424; COP No. : 9451

Peer Review Certificate No. 680/2020

UDIN: F005424E000299421

Place: Chennai

Date: May 12, 2023