

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE FINANCIAL YEAR 2023 - 2024**

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
<b>As per Regulation 46(2) of the LODR</b>		
Details of Business	Yes	<a href="https://www.kotharipetrochemicals.com/products/">https://www.kotharipetrochemicals.com/products/</a>
Terms and Conditions of Appointment of Independent Directors	Yes	<a href="https://www.kotharipetrochemicals.com/investors/board-of-directors/">https://www.kotharipetrochemicals.com/investors/board-of-directors/</a>
Composition of Various Committees of Board of Directors	Yes	<a href="https://www.kotharipetrochemicals.com/investors/board-of-directors/">https://www.kotharipetrochemicals.com/investors/board-of-directors/</a>
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	<a href="https://www.kotharipetrochemicals.com/investors/code-of-conduct/">https://www.kotharipetrochemicals.com/investors/code-of-conduct/</a>
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	<a href="https://www.kotharipetrochemicals.com/investors/policies/">https://www.kotharipetrochemicals.com/investors/policies/</a>
Criteria of making payments to Non-Executive Directors	Yes	<a href="https://www.kotharipetrochemicals.com/investors/policies/">https://www.kotharipetrochemicals.com/investors/policies/</a>
Policy on dealing with Related Party Transactions	Yes	<a href="https://www.kotharipetrochemicals.com/investors/policies/">https://www.kotharipetrochemicals.com/investors/policies/</a>
Policy for determining 'Material' Subsidiaries	N.A	The Company do not have any material subsidiaries
Details of Familiarization Programmes imparted to Independent Directors	Yes	<a href="https://www.kotharipetrochemicals.com/investors/policies/">https://www.kotharipetrochemicals.com/investors/policies/</a>
E-mail address for Grievance Redressal and other relevant details	Yes	<a href="https://www.kotharipetrochemicals.com/investors/investors-relations/">https://www.kotharipetrochemicals.com/investors/investors-relations/</a>
Contact Information of the Designated Officials of the Company who are responsible for assisting and handling Investor Grievances	Yes	<a href="https://www.kotharipetrochemicals.com/investors/investors-relations/">https://www.kotharipetrochemicals.com/investors/investors-relations/</a>
Financial Results	Yes	<a href="https://www.kotharipetrochemicals.com/investors/quarterly-result/">https://www.kotharipetrochemicals.com/investors/quarterly-result/</a>
Shareholding Pattern	Yes	<a href="https://www.kotharipetrochemicals.com/investors/compliance/">https://www.kotharipetrochemicals.com/investors/compliance/</a>
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
Audio or video recordings and transcripts of post earnings / quarterly calls	N.A	No Post earnings / quarterly calls conducted
New name&the old name of the Company	N.A	No change in the name of the Company
Advertisements as per regulation 47 (1)	Yes	<a href="https://www.kotharipetrochemicals.com/investors/compliance/">https://www.kotharipetrochemicals.com/investors/compliance/</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.kotharipetrochemicals.com/investors/credit-ratings/">https://www.kotharipetrochemicals.com/investors/credit-ratings/</a>
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.
Secretarial Compliance Report	Yes	<a href="https://www.kotharipetrochemicals.com/investors/compliance/">https://www.kotharipetrochemicals.com/investors/compliance/</a>
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.kotharipetrochemicals.com/investors/board-of-directors/">https://www.kotharipetrochemicals.com/investors/board-of-directors/</a>
Disclosures under regulation 30(8)	Yes	<a href="https://www.kotharipetrochemicals.com/investors/compliance/">https://www.kotharipetrochemicals.com/investors/compliance/</a>
Statements of deviation(s) or variations(s) as specified in reg 32	N.A	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.kotharipetrochemicals.com/investors/annual-reports/">https://www.kotharipetrochemicals.com/investors/annual-reports/</a>
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://www.kotharipetrochemicals.com">https://www.kotharipetrochemicals.com</a>
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.kotharipetrochemicals.com">https://www.kotharipetrochemicals.com</a> L
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Reg 46(2)	Yes	<a href="https://www.kotharipetrochemicals.com">https://www.kotharipetrochemicals.com</a>
Materiality Policy as per Regulation 30	Yes	<a href="https://www.kotharipetrochemicals.com/investors/policies/">https://www.kotharipetrochemicals.com/investors/policies/</a>
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>		

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<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
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
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes



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Plant :

1/2-B 33/5, Sathangadu Vilage, Manali, Chennai – 600 068, India, Phone +91 44 25941308 / 309, Fax +91 44 25941524

CIN : L11101TN1989PLC017347  
TIN No. : 33523881406  
CST No. 217771 dt. 20-12-1999  
GSTIN : 33AAGCK1347H17X


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Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	N.A
Meeting of Risk Management Committee	21(3A)	N.A
Quorum of Risk Management Committee meeting	21(3B)	N.A
Gap between the meetings of the Risk Management Committee	21(3C)	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
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
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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

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Disclosure of Sharcholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management.	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A
Vacancies in respect Key Managerial Personnel	26A (1) & 26A(2)	N.A
<b>Note</b> (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. (ii) If status is "No" details of non-compliance may be given here. (iii) If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b> The Company has approved 'Material Subsidiary Policy' and the Corporate Governance requirements with respect to subsidiaries have been complied - <b>Not Applicable.</b>		
<b>for Kothari Petrochemicals Limited</b>		
 <b>K. Priya</b> Company Secretary & Compliance Officer	