

Mr.K.Hari  
Vice President  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex  
Bandra [E], Mumbai - 400 051

July 11, 2013

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY : KOTHARI PETROCHEMICALS LIMITED

QUARTER ENDING ON : 30.06.2013

| Particulars                                           | Clause of Listing Agreement | Compliance status (Yes/No) | Remarks |
|-------------------------------------------------------|-----------------------------|----------------------------|---------|
| 1                                                     | 2                           | 3                          | 4       |
| <b>I. Board of Directors</b>                          | 49(I)                       |                            |         |
| A. Composition of Board                               | 49(IA)                      | Yes                        |         |
| B. Non-executive Directors compensation & disclosures | 49(IB)                      |                            | N.A     |
| C. Other provisions as to Board & Committees          | 49(IC)                      | Yes                        |         |
| D. Code of Conduct                                    | 49(ID)                      | Yes                        |         |
| <b>II. Audit Committee</b>                            | 49(II)                      |                            |         |
| A. Qualified & Independent Audit committee            | 49(IIA)                     | Yes                        |         |
| B. Meeting of Audit Committee                         | 49(IIIB)                    | Yes                        |         |
| C. Powers of Audit Committee                          | 49(IIIC)                    | Yes                        |         |
| D. Role of Audit Committee                            | 49(IIID)                    | Yes                        |         |
| E. Review of information by Audit Committee           | 49(IIIE)                    | Yes                        |         |
| <b>III. Subsidiary companies</b>                      | 49(III)                     | -                          | N.A     |
| <b>IV. Disclosures</b>                                | 49(IV)                      |                            |         |
| A. Basis of related party transactions                | 49(IVA)                     | Yes                        |         |
| B. Disclosure of Accounting Treatment                 | 49 (IV B)                   | Yes                        |         |
| C. Board disclosures                                  | 49(IVC)                     | Yes                        |         |
| D. Proceeds from Initial Public offerings             | 49(IVD)                     | -                          | N.A     |
| E. Remuneration of Directors                          | 49(IVE)                     | -                          | N.A     |
| F. Management                                         | 49(IVF)                     | Yes                        |         |
| G. Shareholders                                       | 49(IVG)                     | Yes                        |         |
| <b>V. CEO / CFO Certification</b>                     | 49(V)                       | Yes                        |         |
| <b>VI. Report of Corporate Governance</b>             | 49(VI)                      | Yes                        |         |
| <b>VII. Compliance</b>                                | 49(VII)                     | Yes                        |         |

Thanking You

Yours truly  
for Kothari Petrochemicals Limited

  
S.Sundaramurthy  
Company Secretary & Compliance Officer