

**Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September 2022**

**ANNEXURE I**

1. Name of Listed Entity - **Southern Petrochemicals Industries Corporation Limited**  
 2. Quarter ending - **30-Sep-2022**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	ASHWIN CHIDAMBARAM MUTHIAH	00255679	C & NED		18-Dec-1984	16-Nov-2011			01-Jan-1966	No					No		4	0	0	0	NA
Mr.	NARENDRAN BHIM SINGH	01159394	ID		27-Jan-2009	08-Sep-2019		97	22-Jun-1945	No					Yes	08-Aug-2019	5	5	10	5	AC,SC,NRC
Mr.	DEBENDRANATH SARANGI	01408349	ID		23-May-2019	08-Aug-2019		40.5	01-Jan-1953	No					No		4	4	2	1	NA
Mr.	SILAIPILLAYARPU THUR RAMACHANDRAN RAMAKRISHNAN	00120126	ED		30-Jul-2014	30-Jul-2020			13-Aug-1949	No					NA		2	0	2	0	SC,RMC
Mrs.	SASHIKALA SRIKANTH	01678374	ID		08-Sep-2014	08-Sep-2019		97	09-Nov-1956	No					Yes	08-Aug-2019	5	5	8	4	AC
Mrs.	RITA CHANDRASEKHAR	03013549	ID		14-Nov-2019	18-Sep-2020		34.5	19-Jul-1956	No					No		4	4	4	2	NA
Mr.	SIVATHANU PILLAI RADHAKRISHNAN	00061723	ID		07-Feb-2018	07-Aug-2018		56	06-Jan-1951	No					No		2	2	3	0	AC,RMC, NRC
Mr.	THANJAVUR KANAKARAJ ARUN	02163427	ID		07-Feb-2018	11-Nov-2021		10.5	17-Oct-1951	No					No		2	2	3	1	AC,SC, RMC,NRC
Ms.	VANDANA GARG	09205529	NED,ND		07-Jul-2021	30-Sep-2021			20-Sep-1989	No					No		1	0	0	0	NA
Mr.	RANGAVITTAL MADHUSUDHAN	09218879	NED,ND		12-Aug-2021	30-Sep-2021	04-Jul-2022		03-Oct-1989	No					No		0	0	0	0	NA
Mr.	PANKAJ KUMAR BANSAL	05197128	NED,ND		11-Nov-2021	11-Nov-2021	05-Aug-2022		03-Mar-1970	No					No		0	0	3	1	NA
Mrs.	ANDANALLUR RAMANATHAN RAJALAKSHMI	09213839	NED,ND		21-Jul-2022	30-Sep-2022			31-Mar-1972	No					No		2	0	2	0	NA

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NARENDRAN BHIM SINGH	ID	Member	27-Jan-2009	
2	SASHIKALA SRIKANTH	ID	Chairperson	06-Aug-2015	
3	SIVATHANU PILLAI RADHAKRISHNAN	ID	Member	01-Apr-2019	
4	THANJAVUR KANAKARAJ ARUN	ID	Member	07-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NARENDRAN BHIM SINGH	ID	Chairperson	27-Jan-2009	
2	SILAIPELLAYARPUATHUR RAMACHANDRAN RAMAKRISHNAN	ED	Member	18-May-2017	
3	THANJAVUR KANAKARAJ ARUN	ID	Member	01-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SILAIPELLAYARPUATHUR RAMACHANDRAN RAMAKRISHNAN	ED	Member	14-Nov-2014	
2	SIVATHANU PILLAI RADHAKRISHNAN	ID	Chairperson	17-May-2018	
3	THANJAVUR KANAKARAJ ARUN	ID	Member	07-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NARENDRAN BHIM SINGH	ID	Chairperson	27-Jan-2004	
2	SIVATHANU PILLAI RADHAKRISHNAN	ID	Member	01-Apr-2019	
3	THANJAVUR KANAKARAJ ARUN	ID	Member	30-Mar-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
27-May-2022	Yes	11	9	6
10-Aug-2022	Yes	10	9	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	74

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	27-May-2022	Yes	4	4	4	0
Audit Committee	10-Aug-2022	Yes	4	4	4	0
Stakeholders Relationship Committee	27-May-2022	Yes	3	2	2	0
Stakeholders Relationship Committee	12-Aug-2022	Yes	3	2	2	0
Nomination & Remuneration Committee	25-May-2022	Yes	3	3	3	0
Risk Management Committee	02-Sep-2022	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	74

V. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<b>Company has obtained approval for borrowing from M/s. AM International Holdings Private Limited, Singapore, a Related Party considered as Material Related Party Transaction under Regulation 23 of SEBI LODR Regulations 2015.</b>
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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**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

<b>NIL</b>
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**Name** : **M B Ganesh**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

NIL
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**Name** : MB Ganesh  
**Designation** : Company Secretary & Compliance Officer

**CEO/CFO Certificate**

Symbol	Company Name	Quarter Ended
SPIC	SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED	30 <sup>th</sup> September 2022

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

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(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)
<i>Promoter or any other entity controlled by them</i>	Not applicable	0	0
<i>Promoter Group or any other entity controlled by them</i>	Not applicable	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	Not applicable	0	0
<i>KMPs or any other entity controlled by them</i>	Not applicable	0	0

**ANNEXURE IV to Report on Corporate Governance**

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**(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:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	Equity Shares	0	9,08,65,020
<i>Promoter Group or any other entity controlled by them</i>	Not applicable	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	Not applicable	0	0
<i>KMPs or any other entity controlled by them</i>	Not applicable	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

The Company has provided security by way of pledge of 90,86,502 equity shares of Rs. 10 each of M/s. Greenam Energy Private Limited (Greenam) in favour of Indian Renewable Energy Development Agency Limited for loans sanctioned / to be sanctioned by IREDA to Greenam.

**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*

**Company Remarks in case of non-compliant status**

**Name:** K R Anandan  
**Designation:** Chief Financial Officer

**Place:** Chennai