

**Format to be submitted by listed entity on quarterly basis**

**1. Name of Listed Entity** : **Southern Petrochemical Industries Corporation Limited**

**2. Quarter ending** : **31<sup>st</sup> March 2016**

**I. Composition of Board of Directors**

| Title (Mr./Ms) | Name of the Director               | PAN / DIN NO. | Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) & | Date of Appointment in the current term | Date of cessation | Tenure*               | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|----------------|------------------------------------|---------------|--|---|-------------------|-----------------------|--|---|--|
| Mr.            | ASHWIN CHIDAMBARAM MUTHIAH         | 00255679      | Chairperson & Non Executive  | 18-12-1994                              | --                | --                    | 4  | 2   | 1  |
| Mr.            | MADRAS SUNDARARAJAN SHANMUGAM, IAS | 02475286      | Nominee Director   | 04-02-2016                              | --                | -                     | 3  | 1   | 1  |
| Mr.            | T K ARUN                           | 02163427      | Nominee Director   | 27-10-2009                              | --                | --                    | 4  | 10  | 1  |
| Mr.            | B ELANGO VAN                       | 00133452      | Nominee Director   | 28-07-2009                              | --                | --                    | 2  | 3   | -  |
| Mr.            | NARENDRAN BHIM SINGH               | 01159394      | Independent Director   | 08-09-2014                              | --                | for a period of 5 Yrs | 4  | 9   | 4  |
| Mr.            | SUBRAMANIAM SHANKAR                | 06591908      | Independent Director   | 08-09-2014                              | --                | for a period of 5 Yrs | 2  | 3   | -  |
| Mr.            | SUMANJIT CHAUDHRY                  | 06752672      | Independent Director   | 10-02-2015                              | --                | for a period of 5 Yrs | 1  | -   | -  |
| Mr.            | HARISH CHANDRA CHAWLA              | 00085415      | Independent Director   | 08-09-2014                              | --                | for a period of 5 Yrs | 3  | 2   | -  |
| Ms.            | SASHIKALA SRIKANTH                 | 01678374      | Independent Director   | 08-09-2014                              | --                | for a period of 5 Yrs | 5  | 5   | 1  |
| Mr.            | S R RAMAKRISHNAN                   | 00120126      | Whole-time director  | 30-07-2014                              | --                | --                    | 1  | -   | -  |
| Ms.            | G Latha, IAS                       | 02860567      | Nominee Director   | 14-11-2014                              | 04-02-2016        | --                    | 2  | -   | -  |



| II. Composition of Committees                       |  |  |
|---|--|--|
| Name of Committee                                   | Name of Committee members  | Category (Chairperson / Executive / Non-Executive / Independent / Nominee)                             |
| 1. Audit Committee                                  | 1 Tmt Sashikala Srikanth<br>2 Thiru S Shankar<br>3 Thiru B Narendran<br>4 Thiru T K Arun | Chairperson - Independent Director<br>Independent Director<br>Independent Director<br>Nominee Director |
| 2. Nomination & Remuneration Committee              | 1 Thiru B Narendran<br>2 Thiru Ashwin C Muthiah<br>3 Thiru S Shankar<br>4 Thiru T K Arun | Chairperson - Independent Director<br>Non Executive<br>Independent Director<br>Nominee Director        |
| 3. Risk Management Committee(if applicable)         | 1 Thiru SR Ramakrishnan<br>2 Thiru T K Arun  | Chairperson - Executive Director<br>Nominee Director   |
| 4. Stakeholders Relationship Committee              | 1 Thiru B Narendran<br>2 Thiru S Shankar<br>3 Thiru B Elangovan                          | Chairperson - Independent Director<br>Independent Director<br>Nominee Director                         |
| 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                                      | Maximum gap between any two consecutive (in number of days)  |
| 6 <sup>th</sup> November 2015                       | 4 <sup>th</sup> February 2016  | 89 days  |

| IV. Meeting of Committees                                   |   |   |   |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 1. Audit Committee<br>4th February 2016                     | Yes   | 6 <sup>th</sup> November 2015                               | 89 days   |
| 2. Nomination & Remuneration Committee<br>4th February 2016 | --  | Nil   | --  |
| 3. Risk Management Committee (if applicable)<br>NIL         | --  | --  | --  |
| 4. Stakeholders Relationship Committee<br>4th February 2016 | Yes   | 4 <sup>th</sup> November 2015                               | 91 days   |

#### 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                               |



**VI. Affirmations:**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management Committee
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.
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.
5. This report and / or the report submitted in the previous quarter have been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here:  
*The report submitted in the previous quarter was placed before Board of Directors at their meeting held on 4<sup>th</sup> February 2016 and there were no comments / observations / advice of Board of Directors.*

Place: Chennai  
Date : 15<sup>th</sup> April 2016

  
**M B GANESH**  
COMPANY SECRETARY

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year  
(for the whole of financial year)**

| <b>I. Disclosure on website in terms of Listing Regulations</b>   |   |
|---|---|
| <i>Item</i>   | <i>Compliance status<br/>(Yes/No/NA) refer note<br/>below</i> |
| Details of business   | Yes   |
| Terms and conditions of appointment of independent directors  | Yes   |
| Composition of various committees of board of directors   | Yes   |
| Code of conduct of board of directors and senior management   | Yes   |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes   |
| Criteria of making payments to non-executive directors  | Yes   |
| Policy on dealing with related party transactions   | Yes   |
| Policy for determining 'material' subsidiaries  | Yes   |
| Details of familiarization programmes imparted to independent   | Yes   |
| Contact information of the designated officials of the listed entity<br>who are responsible for assisting and handling investor | Yes   |
| email address for grievance redressal and other relevant details  | Yes   |
| Financial results   | Yes   |
| Shareholding pattern  | Yes   |
| Details of agreements entered into with the media companies<br>and/or their associates  | N A   |
| New name and the old name of the listed entity  | N A   |

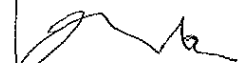
| <b>II Annual Affirmations</b>  |                              |  |
|--|------------------------------|--|
| <i>Particulars</i>   | <i>Regulation<br/>Number</i> | <i>Compliance status<br/>(Yes/No/NA)</i> |
| <i>Independent director(s) have been appointed in terms of<br/>specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6)             | Yes                                      |
| <i>Board composition</i>   | 17(1)                        | Yes                                      |
| <i>Meeting of Board of directors</i>   | 17(2)                        | Yes                                      |
| <i>Review of Compliance Reports</i>  | 17(3)                        | Yes                                      |
| <i>Plans for orderly succession for appointments</i>   | 17(4)                        | Yes                                      |
| <i>Code of Conduct</i>   | 17(5)                        | Yes                                      |
| <i>Fees/compensation</i>   | 17(6)                        | Yes                                      |
| <i>Minimum Information</i>   | 17(7)                        | Yes                                      |
| <i>Compliance Certificate</i>  | 17(8)                        | Yes                                      |
| <i>Risk Assessment &amp; Management</i>  | 17(9)                        | Yes                                      |
| <i>Performance Evaluation of Independent Directors</i>   | 17(10)                       | Yes                                      |
| <i>Composition of Audit Committee</i>  | 18(1)                        | Yes                                      |
| <i>Meeting of Audit Committee</i>  | 18(2)                        | Yes                                      |
| <i>Composition of nomination &amp; remuneration committee</i>  | 19(1) & (2)                  | Yes                                      |
| <i>Composition of Stakeholder Relationship Committee</i>   | 20(1) & (2)                  | Yes                                      |
| <i>Composition and role of risk management committee</i>   | 21(1),(2),(3),(4)            | Yes                                      |
| <i>Vigil Mechanism</i>   | 22                           | Yes                                      |



|  |                         |     |
|--|-------------------------|-----|
| <i>Policy for related party Transaction</i>  | 23(1),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>                                   | 23(2), (3)              | Yes |
| <i>Approval for material related party transactions</i>  | 23(4)                   | N A |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i>   | 24(1)                   | N A |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>                               | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Maximum Directorship &amp; Tenure</i>   | 25(1) & (2)             | Yes |
| <i>Meeting of independent directors</i>  | 25(3) & (4)             | Yes |
| <i>Familiarization of independent directors</i>  | 25(7)                   | Yes |
| <i>Memberships in Committees</i>   | 26(1)                   | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3)                   | Yes |
| <i>Disclosure of Shareholding by Non- Executive Directors</i>  | 26(4)                   | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i>   | 26(2) & 26(5)           | Yes |

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



**M B Ganesh**  
**Company Secretary**  
15<sup>th</sup> April 2016