

Ref: MPL / Sect1 / BSE & NSE / E-2 & E-3 / 2024

30th May 2024

The Manager
Listing Department
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building,
P J Tower Dalal Street, Fort
Mumbai - 400 001
Stock Code: 500268

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5 th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 051
Stock Code: MANALIPETC

Dear Sir,

Sub: Regulation 24A of the SEBI (LODR) Regulations, 2015 - submission of Annual Secretarial Compliance Report for FY 2023-24

Please find enclosed the Annual Compliance Report for FY 2023-24 issued by Ms. B Chandra, Practicing Company Secretary, under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For Manali Petrochemicals Limited

R Swaminathan
Company Secretary

Encl: As above



Factories :

Plant - 1 : Ponneri High Road, Manali, Chennai - 600 068

Plant - 2 : Sathangadu Village, Manali, Chennai - 600 068

Phone : 044 - 2594 1025 Fax : 044 - 2594 1199

E-mail: companysecretary@manalipetro.com





B.CHANDRA

PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026

E-mail: bchandraandassociates@gmail.com
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**Secretarial compliance report of
MANALI PETROCHEMICALS LIMITED for the year ended 31.03.2024**

I, B Chandra, Practising Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by M/s. Manali 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 31.03.2024 in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, 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;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client



The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non convertible Securities) Regulations, 2021
- c) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 &

Circulars/ guidelines issued thereunder;

Based on the above examination, I/~~We~~ hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. **Details of clarification sought & replies are given in Annexure A**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports: Clarification sought by exchange and responses thereto are **given in Annexure B**
- c) **Additional Affirmations**

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standard The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies: a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. b. All the policies are in conformity with SEBI Regulations and has been	Yes	-



	reviewed & timely updated as per the regulations / circulars /guidelines issued by SEBI		
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 reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	-
4	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	To examine details related to Subsidiaries of listed entities: <ul style="list-style-type: none"> • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	-
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 LODR Regulations, 2015	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start	Yes	-



	of every financial year as prescribed in SEBI Regulations		
8	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions; In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee; 	Yes	The Company has filed revised return under Regulation 23(9) of SEBI LODR for the half year ended 30-09-2023.
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Nil	Only Clarification sought for as per details in Annexure A
12	Resignation of Statutory auditors from the listed entities or its material subsidiaries	NA	
13	Additional Non-compliances, if any:	Nil	



Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
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During the year, Mr R Chandrasekar continued as WTD & CFO, post-retirement of MD in July 2023 and the Board at their meeting held on 13th May 2024 had redesignated and appointed Mr R Chandrasekar as Managing Director, appointed Mrs K Lalitha, as CFO and Mr G R Sridhar as WTD (Operations).

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.



Signature: 
 Practising Company Secretary: B CHANDRA
 ACS/ FCS No.: 20879
 C P No.: 7859
 PEER REVIEW NO 602/2019
 UDIN: A020879F000487103

Place: Chennai
 Date: 29.05.2024

Annexure A for the year ended 31-03-2024

S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Appointment of MD/ CEO/ Manager	Section 203 of the Companies act	NA	NA	Clarification sought by SE	NA	NA	Query on Appointment of MD / CEO/ Manager	Responded that the Company had a MD and a WTD cum CFO.	The position was as at June 2023.
2	NA	30 of LODR	NA	NA	Clarification sought by SE	NA	NA	Query on Disclosure of an order from the National Green Tribunal	The Company clarified the applicability of additional disclosure does not arise as there is no NGT directive given to the Company	Nil
3	NA	30 of LODR	NA	NA	Clarification sought by SE	NA	NA	Query seeking the time of closure of the Annual General Meeting.	The Company clarified that time of closure of meeting was covered in the AGM proceedings filed with SE.	Nil
4	NA	30 of LODR	NA	NA	Clarification sought by SE	NA	NA	Query on the Non availability of header in an intimation under Regulation 39(3).	The Company clarified that the issue arose on account of system constraint in SE platform.	Nil




Annexure B for the year ended 31-03-2023

S No	Observations/ Remarks of the Practicing Company Secretary)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirements (Regulation / Circular/ Guidelines including specific Clause)	Details of violation / Deviations / Action taken/ Penalty Imposed	Remedial action if any by the listed entity	Comments of the PCS on the Action taken
1	Clarification from SE	2022-23	NA	On a news report reg exploring eco- friendly polyols.	Response filed with SE	No Remarks
2	Clarification from SE	2022-23	NA	Reasons for not showing IEPF as a shareholder holding more than 1%.	Response filed with SE	No Remarks
3	Clarification	2022-23	NA	Change in the sub-category of a promoter category shareholder in the SHP filed for March 2023.	Refiled	No Remarks

Place: Chennai
Date: 29.05.2024



Signature: 
Practicing Company Secretary: B CHANDRA
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