

PARAS PETROFILS LIMITED

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CIN: L17110GJ1991PLC015254 Email-id: finance@paraspetrofilms.com

Corporate Governance Report

1. Name of Listed Entity : **ParasPetrofilmsLimited**
2. Quarter ending : **31.03.2021**

Annexure-I

I. Composition of Board of Directors												
Title (Mr / Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure of Directors in month*	Date of Birth	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)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kailash Dan Charan	PAN-ATPPC 5875P DIN-090750	Non-Executive Director	17 th Feb., 2021	17 th Feb., 2021	NA	NA	20.07.1972	1	0	0	0



		56										
Mr.	Sanjay Jayant Bhatt	PAN-ACOP B5452 D DIN-090751 25	Non-Executive Director	17 th Feb., 2021	17 th Feb., 2021	NA	NA	26.08.1969	1	0	0	0
Mr.	Harikishan ChunilPannaliya	PAN-ABTP P7734 L DIN-026456 02	Non-Executive Independent Director	30 th March, 2009	30 th September, 2015	NA	144	07.05.1960	1	1	0	2
Mr.	Anil Kumar Ghanshyamdas Bansal	PAN-AAVP B6089 K DIN-026690 19	Non-Executive Independent Director	30 th March, 2009	30 th September, 2015	NA	144	05.07.1965	1	1	2	0
Ms.	Madhuben Shankarbhairathod	PAN-DLYPR 0400K DIN-088615 95	Non-Executive Director	01 st Sep., 2020	17 th December, 2020	NA	NA	01.01.1975	1	0	1	0
Mr.	Deepak Kishorchandra Vaidya	PAN-AAZP V5135 E DIN-082013 04	Executive Whole Time Director	6 th August, 2018	28 th September, 2018	NA	NA	16.08.1965	1	0	2	0
	Whether Regular chairperson appointed		Yes-Mr. Anil Kumar Ghanshyamdas Bansal									
	Whether Chairperson is related to managing director or CEO		No									



II.		Composition of Committees				
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	Mr. Harikishan Chuni Lal Panpaliya	Chairperson Non-Executive Independent Director	28.07.2020	NA	
		Mr. Anil Kumar Ghanshyamdas Bansal	Member Non-Executive Independent Director	28.07.2020	NA	
		Mr. Deepak Kishorchandra Vaidya	Member Executive Director	28.07.2020	NA	
2. Nomination & Remuneration Committee	Yes	Mr. Harikishan Chuni Lal Panpaliya	Chairperson Non-Executive Independent Director	01.04.2014	NA	
		Mr. Anil Kumar Ghanshyamdas Bansal	Member Non-Executive Independent Director	01.04.2014	NA	
		Ms. Madhuben Shankarbhairathod	Member Non-Executive Director	01-09-2020	NA	

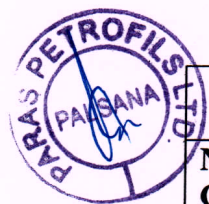


3. Risk Management Committee, if any	NA	NA	NA	NA	NA
4. Stakeholders' Relationship Committee	Yes	Mr. Harikishan Chuni Lal Panpaliya	Chairperson Non-Executive Independent Director	28-07-2020	NA
		Mr. Anil Kumar Ghanshyamdas Bansal	Member Non-Executive Independent Director	28-07-2020	NA
		Mr. Deepak Kishorchandra Vaidya	Member Executive Director	06.08.2018	NA

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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meeting (in number of days)
06 th Nov, 2020	12 th Feb, 2021	Yes	4	2	97
-	17 th Feb, 2021	Yes	4	2	4
	12 th March, 2021	Yes	6	2	22

**to be filled in only for the current quarter meetings*

IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days



	the relevant quarter	(details)*				
Audit Committee	12 th Feb, 2021	Yes	3	2	06 th Nov, 2020	97
Stakeholders' Relationship Committee	12 th Feb, 2021	Yes	3	2	06 th Nov, 2020	97
Nomination & Remuneration Committee	17 th Feb, 2021	Yes	3	2	06 th Nov, 2020	102

V. Related Party Transaction

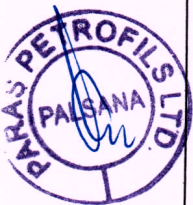
Subject	Compliance Status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

1. 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.
2. If status is "No" details of non-compliance may be given here.

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
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.paraspetrofiles.co.in/
b) Terms and conditions of appointment of independent directors	Yes	https://www.paraspetrofiles.co.in/
c) Composition of various committees of board of directors	Yes	https://www.paraspetrofiles.co.in/committees
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.paraspetrofiles.co.in/code-of-conduct
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.paraspetrofiles.co.in/wp-content/uploads/2019/11/Vigil-Mechanism-Policy_final.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.paraspetrofiles.co.in/
g) Policy on dealing with related party transactions	Yes	https://www.paraspetrofiles.co.in/wp-content/uploads/2019/11/Policy-on-Related-Party..pdf
h) Policy for determining 'material' subsidiaries	NA	The Company does not have any subsidiary.



i) Details of familiarization programmes imparted to independent directors	Yes	https://www.paraspetrofiles.co.in/
j) Email address for grievance redressal and other relevant details	Yes	https://www.paraspetrofiles.co.in/contact-us
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.paraspetrofiles.co.in/contact-us
l) Financial results	Yes	https://www.paraspetrofiles.co.in/investor-desk/quarterly-result
m) Shareholding pattern	Yes	https://www.paraspetrofiles.co.in/investor-desk/share-holding-pattern
n) Details of agreements entered into with the media companies and/or their associates	NA	The Company has not entered into any agreement with the media companies and/or their associates
o) 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	NA	No such presentations have been made by the company to analysts or institutional investors.
p) New name and the old name of the listed entity	NA	The Company has not changed its name in the past.
q) Advertisements as per regulation 47 (1)	Yes	https://www.paraspetrofiles.co.in/investor-desk/newspaper-advertisements
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary	NA	The Company does not have any subsidiary.



of the listed entity in respect of a relevant financial year		
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.paraspetrofiles.co.in/
b) Materiality Policy as per Regulation 30	No	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	No
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
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



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
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	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)	NA
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
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of	26(2) & 26(5)	Yes



directors and senior management

Note:

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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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

For Paras Petrofils Limited



Deepak Kishorchandra Vaidya

DIN: 08201304

Whole Time Director

Date: 15.04.2021