
KOTHARI SUGARS AND CHEMICALS LIMITED

**Policy for
Determining Materiality of Events / Information
Under Reg 30 of Listing Regulations, 2015**

[Pursuant to Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015]

Reviewer	Key Managerial Personnel
Approver	Board of Directors
Date of Board Approval	12th Feb 2025

KOTHARI SUGARS AND CHEMICALS LIMITED

Policy for determining Materiality of Events / Information of the Company

Introduction

The Board of Directors of Kothari Sugars and Chemicals Limited has reviewed the policy and procedures regarding determination of “**Materiality of Events and Information**” of the Company.

Title

This Policy shall be called ‘Policy for Determining Materiality of Events / Information as per Listing Regulations 2015’.

Objective

The Policy is framed in accordance with the requirements of **Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015** (including any amendments thereof) and the Industry Standards issued, if any.

The objective of the Policy is to determine the materiality of the events / information of the Company and shall make disclosure to the Stock Exchange.

Commencement

These Listing Regulations 2015 shall come into force on the 90th day (December 01, 2015) from the date of publication on the Official Gazette notification dated September 02, 2015. *This revised policy is effective from 12th Feb 2025.*

Definitions

“**Board of Directors**” or “**Board**” means the Board of Directors of Kothari Sugars and Chemicals Limited, as constituted from time to time.

“**Company**” means Kothari Sugars and Chemicals Limited.

KOTHARI SUGARS AND CHEMICALS LIMITED

“Key Managerial Personnel” (KMP) means:

- (i) Managing Director
- (ii) Company Secretary & Compliance Officer
- (iii) Whole Time Director
- (iv) Chief Financial Officer

“Listing Regulations” means SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendments thereof).

“Mainstream media” shall include print or electronic mode of the following:

- (i) Newspapers registered with the Registrar of Newspapers for India;
- (ii) News channels permitted by Ministry of Information and Broadcasting under Government of India;
- (iii) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
- (iv) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

“Material Events / Information” means as defined under the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and any events or information determined as material by the Board / Key Managerial Personnel”.

“Normal trading hours” means the time period for which the recognized stock exchanges are open for trading for all investors.

“Policy” means this Policy, as amended from time to time.

“Senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

“Stock Exchange” means a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956.

KOTHARI SUGARS AND CHEMICALS LIMITED

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Securities Contracts (Regulation) Act, 1956, Securities Laws or any other applicable law or regulation and Industry Standards issued in this regard.

Scope

As per Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (Listing Regulations 2015) and Schedule III, the events / information are broadly divided into the following categories i.e.

- (i) The events / informations that have to be necessarily disclosed without applying any ‘**test of materiality**’ are indicated in **Para A of Part A of Schedule III** of the Listing Regulation. (**as per Annexure I**) and
- (ii) The events / informations that should be disclosed by the listed entity, if considered material on application of ‘**test of materiality**’ to the events / informations mentioned in **Para B of Schedule III** (**as per Annexure II**).
- (iii) Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the shareholders to appraise its position and to avoid the establishment of a false market in such securities.
- (iv) Without prejudice to the generality of para (i), (ii) and (iii) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated July 13, 2023, issued a guidance note under regulations 30 read with regulation 101 of Listing Regulations and amendment thereon to ensure its uniformity on disclosure by Listed entities, to enable the investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis.

Authorization for Disclosures

All Key Managerial Personnel (KMP) are cumulatively responsible to comply of reporting requirements on materiality of an event / information as required under Schedule III of the Regulations and Report to Stock Exchange.

KOTHARI SUGARS AND CHEMICALS LIMITED

Criteria for test of Materiality

While applying the test of materiality, the KMPs should consider the following criteria for determination of materiality of events / information falls under Para B.

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- (c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (i) **2% of turnover**, as per the last audited consolidated financial statements of the listed entity;
 - (ii) **2% of net worth**, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - (iii) **5% of the average of absolute value of profit or loss after tax**, as per the last three audited consolidated financial statements of the listed entity;
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Board / KMP of listed entity, the event / information is considered material.

However, all the material events/information which are either

- (a) **Deemed** as per Para A of Part A of Schedule III or
- (b) **Tested** as per Para B of Part A of Schedule III or
- (c) **Decided** by KMP / Board as per Para C & D of Part A of Schedule III

(List as per Para A, B, C & D is Annexed)

should be communicated to the Stock Exchange by the Company Secretary & Compliance Officer within the stipulated time frame as per the Regulations, Circulars / Guidance Note prescribed by SEBI.

KOTHARI SUGARS AND CHEMICALS LIMITED

Prompt Disclosure of Material Events/ Information

- (i) Information relating to material events / information shall be **disseminated** to the Stock Exchanges where it is listed in the following manner:
 - (a) **30 Minutes** from the **closure** of the **meeting of the Board** of Directors in which the decision pertaining to the event or information has been taken;
 - (b) **12 Hours** from the occurrence of the event or information, in case the event or information **is emanating** from within the listed entity;
 - (c) **24 Hours** from the occurrence of the event or information, in case the event or information is **not emanating** from within the listed entity:
- (ii) In respect of clause (a) above, the listed entity shall disclose the decisions taken pertaining to the event or information, within three hours from the closure of the board meeting, if the meeting of the board had closed after the normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day.
- (iii) In respect of clause (c) above, disclosures regarding any claims made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.
- (iv) **In case the disclosure is made after the timelines specified under these regulations, the listed entity shall along with such disclosures provide an explanation for delay.**
- (v) The listed entity shall, with respect to disclosures referred to in this regulation make disclosures updating material developments on a regular basis, till such time the event is resolved /closed, with relevant explanations.
- (vi) Any disclosures made by the listed entity under these regulations to the Stock Exchanges shall also be disclosed on the Company's website and such disclosures shall be hosted on the Company's website for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.
- (vii) The listed entity may, on its own initiative, also confirm or deny any reported event or information in the mainstream media to stock exchange.
- (viii) The listed entity shall make adequate disclosures in case an event occurs, or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it.

KOTHARI SUGARS AND CHEMICALS LIMITED

Obligations of relevant employees and Authorized Person for Identifying any potential material event or information

- (i) This policy and Material events or information as stipulated under Para A and B of Part A of Schedule III of the SEBI (LODR) Regulations is circulated on periodical basis to all KMP / Senior Management Personnel/ Functional Heads / Plant Heads of the Company in order to report immediately and also to keep them alert, who are being considered as relevant employees for purpose of this Policy.
- (ii) Any event or information requiring disclosure in terms of SEBI (LODR) Regulations or as per this Policy shall be brought to **the notice of the MD/WTD/CS/CFO immediately by the concerned employees upon occurrence with adequate supporting data / information, to facilitate prompt and appropriate disclosure thereof to the Stock Exchanges.**
- (iii) All relevant employees who come across any reported event or information in the Mainstream Media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of SEBI (LODR) Regulations or as per this Policy shall be brought to the notice of the MD/WTD/CS/CFO immediately.

Amendments

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy.

This Policy is in conformity with the provisions of the Listing Regulations, Circulars and Industry Standards (“Regulations”). However, if, due to subsequent changes in the Regulations, the Policy or any part thereof becomes inconsistent with the Regulations, the provisions of the Regulations shall prevail.

Dissemination of Policy

This policy shall be posted on the website of the Company.

Other Matters

The contact details of the KMPs authorized for the purpose of determining materiality of an event or information shall be disclosed to the Stock Exchange and be published on the Company’s website.

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KOTHARI SUGARS AND CHEMICALS LIMITED

ANNEXURE

SCHEDULE III

PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES [See Regulation 30]

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

- (i) acquiring control, whether directly or indirectly; or
- (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that:
 - (a) the listed entity holds shares or voting rights aggregating to **twenty per cent** or more of the shares or voting rights in the said company; or
 - (b) there has been a change in holding from the last disclosure made under subclause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds **five per cent** of the total shareholding or voting rights in the said company; or
 - (c) the cost of acquisition or the price at which the shares are acquired **exceeds the threshold** specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Provided that acquisition of shares or voting rights aggregating to **five percent** or more of the shares or voting rights in an **unlisted company** and any change in holding from the last disclosure made under this proviso exceeding **two percent** of the total shareholding or voting rights in the said **unlisted company** shall be disclosed on a quarterly basis.

KOTHARI SUGARS AND CHEMICALS LIMITED

Explanation (2): For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in subclause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Rating(s) or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), **the outcome of meetings of the board of directors** of the closure of the meeting, held to consider the following:
 - (a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - (b) any cancellation of dividend with reasons thereof;
 - (c) the decision on buyback of securities;
 - (d) the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- (g) short particulars of any other alterations of capital, including calls;
- (h) financial results.
- (i) decision on voluntary delisting by the listed entity from stock exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- 5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 5A. Agreements entered into **by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges**, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

- 6. **Fraud or defaults** by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or **arrest** of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

KOTHARI SUGARS AND CHEMICALS LIMITED

For the purpose of this sub-paragraph:

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1 - In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2 - Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

Explanation 3 - Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.

- 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), **Senior Management**, Auditor and Compliance Officer.
- 7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
- 7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - (i) The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.

KOTHARI SUGARS AND CHEMICALS LIMITED

- (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - (iii) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
- 7C. In case of resignation of key managerial personnel, senior management, Compliance Officer, or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.
- 7D. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of share transfer agent.
9. Resolution plan/ Restructuring in relation to loans / borrowings from banks / financial institutions including the following details:
- (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.].
10. One time settlement with a bank.
11. Winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. (a) (i) Schedule of analysts or institutional investors meet **at least two working days in advance (excluding the date of the intimation and the date of the meet)**;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

Explanation I: For the purpose of this clause “meet” shall mean group meetings or group conference calls conducted physically or through digital means.

Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.

- (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - (i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
 - (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.

- 16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - (a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - (b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - (c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- (e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- (f) Appointment/ Replacement of the Resolution Professional;
- (g) Prior or post-facto intimation of the meetings of Committee of Creditors;
- (h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- (i) Number of resolution plans received by Resolution Professional;
- (j) Filing of resolution plan with the Tribunal;
- (k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- (l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - (x) Brief description of business strategy.
 - (m) Any other material information not involving commercial secrets.
 - (n) Proposed steps to be taken by the incoming investor / acquirer for achieving the MPS;
 - (o) Quarterly disclosure of the status of achieving the MPS;
 - (p) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available.
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Explanation - For the purpose of this sub-paragraph, **forensic audit** refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel, or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation - “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

KOTHARI SUGARS AND CHEMICALS LIMITED

19. Action(s) initiated, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) search or seizure; or
- (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- (i) name of the authority;
- (ii) nature and details of the action(s) taken, initiated or order(s) passed;
- (iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- (iv) details of the violation(s)/contravention(s) committed or alleged to be committed;
- (v) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) suspension;
- (b) **imposition of fine or penalty;**
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called;

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- (i) name of the authority;
- (ii) nature and details of the action(s) taken, initiated or order(s) passed;
- (iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- (iv) details of the violation(s)/contravention(s) committed or alleged to be committed;
- (v) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

Explanation - Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

(i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.

(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.

- 21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.
- 22. In case of re-classification of **Re-classification of Promoter as public under Regulation 31A**, the following events shall deemed to be material events and shall be disclosed to the stock exchanges within **24 hours** from the occurrence of the event:
 - (a) receipt of request for re-classification by the listed entity from the promoter(s) seeking re-classification;

KOTHARI SUGARS AND CHEMICALS LIMITED

- (b) outcome of the board meeting considering such request which would include the views of the board on the request;
- (c) submission of application seeking no-objection or approval of the recognized stock exchanges for re-classification of status as public by the listed entity to the stock exchanges;
- (d) decision of the stock exchanges on such application as communicated to the listed entity;
- (e) approval of shareholders on the request of the promoters seeking reclassification as public within the timelines specified in sub-regulation (3) of regulation 44.

KOTHARI SUGARS AND CHEMICALS LIMITED

SCHEDULE III

PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES [See Regulation 30]

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal)
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. **Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.**
9. **Frauds or default by employees of the listed entity which has or may have an impact on the listed entity.**
10. Options to purchase securities including any ESOP/ESPS Scheme.

KOTHARI SUGARS AND CHEMICALS LIMITED

11. Giving of guarantees or indemnity or becoming a surety, **by whatever named called**, for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 13. **Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.**
- C. Any other information/event viz. major development that is likely to affect business, e.g. **emergence of new technologies, expiry of patents, any change of accounting policy** that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Without prejudice to the generality of **para (A), (B) and (C)** above, the listed entity may make disclosures of event/information as specified by the **Board from time to time.**
