

**FORM NO. MGT - 7****Annual Return****of****Kothari Sugars and Chemicals Limited**

[Pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(i)	Corporate Identification Number (CIN) of the Company	L15421TN1960PLC004310
	Global Location Number (GLN) of the Company	-
	Permanent Account Number (PAN) of the company	AABCK2495F
(ii)	(a) Name of the company	Kothari Sugars and Chemicals Limited
	(b) Registered office address	Kothari Buildings, No.115, Nungambakkam high road, Chennai Tamilnadu - 600034 India
	(c) e-mail ID of the company	<a href="mailto:secdept@hckgroup.com">secdept@hckgroup.com</a>
	(d) Telephone number with STD code	044 - 3522 5526
	(e) Website	<a href="http://www.hckotharigroup.com/kscl">www.hckotharigroup.com/kscl</a>
(iii)	Date of Incorporation	07/11/1960

	Type of the Company	Category of the Company	Sub-category of the Company
(iv)	Public Company	Company limited by shares	Indian Non-Government Company

(v) Whether company is having share capital

Yes

(vi) Whether shares listed on recognized Stock Exchange(s)

Yes

a) If yes, details of stock exchanges where shares are listed

S.No	Stock Exchange Name	Code
1	National Stock Exchange	1024

b)	CIN of the Registrar and Transfer Agent	U67120TN1998PLC041613
	Name of the Registrar and Transfer Agent	Cameo Corporate Services Limited
	Registered office address of the Registrar and Transfer Agents	"Subramanian Building" No.1 Club House Road, Chennai, Tamilnadu 600 002 India

(vii)	*Financial year From date	From (DD/MM/YYYY)	To (DD/MM/YYYY)
		01/04/2023	31/03/2024

(viii)	Whether Annual general meeting (AGM) held	AGM will be held on 26 <sup>th</sup> Jul 2024
	(a) If yes,-Date of AGM	-
	(b) Due date of AGM	30/09/2024
	(c) Whether extension of AGM was granted - Yes / No.	No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A
	(e) Extended due date of AGM after grant of extension	N.A
	(f) Specify the reasons for not holding the same	N.A

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities	2
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S. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	78.33%
2	D	Electricity, gas, steam, and air condition supply	D1	Electric power generation, transmission, and distribution	20.97%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given			1	
S. No	Name of the Company	CIN / FCRN	Holding/ Subsidiary / Associate	% of shares held
1	NBK Real Estates Private Limited	U70200TN2010 PTC078490	Holding	70.20

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) Share Capital

##### a) Equity Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	13,00,00,000	8,28,88,580	8,28,88,580	8,28,88,580
Total amount of equity shares (in Rupees)	130,00,00,000	82,88,85,800	82,88,85,800	82,88,85,800

<b>Number of classes</b>	1
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Class of Shares: Equity Share Capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	13,00,00,000	8,28,88,580	8,28,88,580	8,28,88,580
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	130,00,00,000	82,88,85,800	82,88,85,800	82,88,85,800

##### b) Preference Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	32,00,000	0	0	0
Total amount of preference shares (in Rupees)	14,00,00,000	0	0	0

Number of classes		2		
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Zero Percent Redeemable Preference</b>				
Number of preference shares	12,00,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of Preference shares (in rupees)	12,00,00,000	0	0	0

<b>Class of Shares</b>	<b>Authorised capital</b>	<b>Issued capital</b>	<b>Subscribed capital</b>	<b>Paid up capital</b>
<b>Zero Percent Redeemable Preference</b>				
Number of preference shares	20,00,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	<b>2,00,00,000</b>	<b>0</b>	<b>0</b>	<b>0</b>

**c) Unclassified Share Capital-**

<b>Particulars</b>	<b>Authorised Capital</b>
Total amount of unclassified shares	0

**d) Break-up of paid-up share capital**

<b>Class of Shares</b>	<b>No. of shares</b>			<b>Total Nominal Amount</b>	<b>Total Paid up amount</b>	<b>Total Premium</b>
	Physical	Demat	Total			
<b>Equity Share:</b>						
<b>At the beginning of the year</b>	<b>46,357</b>	<b>8,28,42,223</b>	<b>8,28,88,580</b>	<b>82,88,85,800</b>	<b>82,88,85,800</b>	
<b>Increase during the year</b>	0	959	0	0	0	0
(i) Public Issue	0	0	0	0	0	0
(ii) Rights Issue	0	0	0	0	0	0
(iii) Bonus Issue	0	0	0	0	0	0
(iv) Private Placement / Preferential Allotment	0	0	0	0	0	0
(v) ESOPs	0	0	0	0	0	0
(vi) Sweat Equity shares allotted	0	0	0	0	0	0
(vii) Conversion of Preference shares	0	0	0	0	0	0
(viii) Conversion of Debentures	0	0	0	0	0	0
(ix) GDRs / ADRs	0	0	0	0	0	0
(x) Others, specify Dematerialization of Shares	0	959	0	0	0	0
<b>Decrease during the year</b>	959	0	0	0	0	0
(i) Buy-back of shares	0	0	0	0	0	0
(ii) Shares Forfeiture	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify Dematerialization of Shares	959	0	0	0	0	0
<b>At the end of the year</b>	<b>45,398</b>	<b>8,28,43,182</b>	<b>8,28,88,580</b>	<b>82,88,85,800</b>	<b>82,88,85,800</b>	
Preference Shares						
<b>At the beginning of the year</b>	0	0	0	0	0	0
<b>Increase during the year</b>	0	0	0	0	0	0
(i) Issues of shares	0	0	0	0	0	0
(ii) Re-issue of forfeited shares	0	0	0	0	0	0
(iii) Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

(i) Redemption of shares	0	0	0	0	0	0
(ii) Shares forfeited	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	0

ISIN of the equity shares of the Company - **INE419A01022**

(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	Nil		
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media] Yes  No Not Applicable

Separate sheet attached for details of transfers  Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	10/08/2023
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	
Ledger Folio of Transferee	
Transferee's Name	

(iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

### Details of Debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

### (v) Securities (other than shares and debentures)

0

Type of Securities	No. of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

### V. Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i)	Turnover	Rs. 518,12,34,098
(ii)	Net worth of the Company	Rs. 278,48,35,878

### VI. (a) SHARE HOLDING PATTERN - Promoter

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual / Hindu Undivided Family				
	(i) Indian	27,60,990	3.33	0	-
	(ii) Non - resident Indian (NRI)	0	0	0	-
	(iii) Foreign national (other than NRI)	0	0	0	-
2	Government				
	(i) Central Government	0	0	0	-
	(ii) State Government	0	0	0	-
	(iii) Government companies	0	0	0	-
3	Insurance companies	0	0	0	-
4	Banks	0	0	0	-
5	Financial institutions	0	0	0	-
6	Foreign institutional investors	0	0	0	-
7	Mutual funds	0	0	0	-
8	Venture capital	0	0	0	-
9	Body corporate (not mentioned above)	5,81,86,610	70.20	0	-
10	Others				
	<b>Total</b>	<b>6,09,47,600</b>	<b>73.53</b>	<b>0</b>	<b>-</b>
<b>Total number of shareholders (promoters)</b>		<b>5</b>			

**(b) SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				
	(i) Indian	1,74,30,335	21.04	0	-
	(ii) Non - resident Indian (NRI)	3,73,246	0.45	0	-
	(iii) Foreign national (other than NRI)	9	0.00	0	-
2	Government				-
	(i) Central Government	0	0	0	-
	(ii) State Government	11,025	0.01	0	-
	(iii) Government companies	0	0	0	-
3	Insurance companies	5,57,450	0.67	0	-
4	Banks	50	0.00	0	-
5	Financial institutions	0	0	0	-
6	Foreign institutional investors	0	0	0	-
7	Mutual funds	250	0.00	0	-
8	Venture capital	0	0	0	-
9	Body corporate (not mentioned above)	20,98,704	2.53	0	-
10	Others				-
	(i) Clearing Members	2	0.00	0	-
	(ii) Directors & their Relatives	505	0.00	0	-
	(iii) Hindu undivided family	7,06,323	0.85	0	-
	(iv) Trust	25	0.00	0	-
	(v) IEPF	2,12,447	0.26	0	-
	(vi) Foreign Portfolio Investors	5,50,609	0.66	0	-
	<b>Total</b>	<b>2,19,40,980</b>	<b>26.47</b>	<b>0</b>	<b>-</b>

<b>Total number of shareholders (other than promoters)</b>	<b>71,721</b>
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<b>Total number of shareholders (promoters + Public / other than promoters)</b>	<b>71,726</b>
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**(c) Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
-	-	-	-	-	-

## VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	47,781	71,721
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non - Executive	Executive	Non - Executive	Executive	Non-Executive
<b>A. Promoter</b>	1	1	1	1	0.07	3.24
<b>B. Non-Promoter</b>	1	4	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	6	0	0
<b>C. Nominee Directors Representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>5</b>	<b>2</b>	<b>7</b>	<b>0.07</b>	<b>3.24</b>

Number of Directors and Key managerial personnel  
(who is not director) as on the financial year end date

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### (B) (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year: if any)
Nina Bhadrashyam Kothari	00020119	Director	26,83,498	-
Arjun Bhadrashyam Kothari	07117816	Managing Director	54,467	-
Mariathangam Silvester Goldwin	08145634	Whole-time director	0	-
Peruvemba Seetharamier Balasubramaniam	00019843	Director	505	01/04/2024
Gopalakrishnan Puthucode Subramaniam	00001446	Director	0	01/04/2024



Virupakshapuram Rajagopal Deenadayalu	00020898	Director	0	01/04/2024
Krishnan Venkatakrishnan Coimbatore	01606522	Director	0	-
Raju Chettiar Mohan	10289673	Director	0	-
Sitharaman Sundarraman	01032768	Director	0	-
R. Prakash	AJWPP2944D	Company Secretary	0	-
Krishnan Ranganathan	AAIPK7776R	CFO	0	-

**(ii) Particulars of change in director(s) and Key managerial personnel during the year - 2**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ change in designation/ Cessation)
Raju Chettiar Mohan	01606522	Additional Director	08/11/2023	Appointment
Sitharaman Sundarraman	10289673	Additional Director	08/11/2023	Appointment
Raju Chettiar Mohan	01606522	Director	30/12/2023	Change in designation
Sitharaman Sundarraman	10289673	Director	30/12/2023	Change in designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

**1**

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]	10/08/2023	46,934	76	73.53

**B. BOARD MEETINGS:**

Number of meetings held

**5**

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	30/05/2023	7	7	100

2	10/08/2023	7	7	100
3	08/11/2023	9	9	100
4	12/02/2024	9	8	88.89
5	15/03/2024	9	9	100

### C. COMMITTEE MEETINGS

Number of meetings held

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S. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	30/05/2023	4	4	100
2	Audit Committee	10/08/2023	4	4	100
3	Audit Committee	08/11/2023	4	4	100
4	Audit Committee	12/02/2024	4	4	100
5	Nomination and Remuneration Committee	25/05/2023	3	3	100
6	Nomination and Remuneration Committee	27/10/2023	3	3	100
7	Corporate social Responsibility committee	01/08/2023	4	4	100
8	Stakeholders Relationship Committee	07/03/2024	3	3	100

### D. ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board of Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		No. of meeting which director was entitled to attend	No. of Meeting attended	% of attendance	No. of meetings which director was entitled to attend	No. of Meeting attended	% of attendance	
1	Nina Bhadrashyam Kothari	5	5	100	1	1	100	AGM to be held on 26 <sup>th</sup> Jul 2024
2	Arjun Bhadrashyam Kothari	5	5	100	2	2	100	
3	Mariathangam Silvester Goldwin	5	5	100	0	0	0	
4	Peruvemba Seetharamier Balasubramaniam	5	5	100	7	7	100	
5	Gopalakrishnan Subramaniam Puthucode	5	4	80	8	8	100	
6	Virupakshapuram	5	5	100	6	6	100	

	Rajagopal Deenadayalu							
7	Krishnan Venkatakrishnan Coimbatore	5	5	100	5	5	100	
8	Raju Chettiar Mohan	3	3	100	0	0	0	
9	Sitharaman Sundarraman	3	3	100	0	0	0	

#### X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Arjun Bhadrashyam Kothari	Managing Director	1,23,10,000	2,08,56,000	-	-	3,31,66,000
2	M. Silvester Goldwin	Whole time Director	1,03,11,018	-	-	-	1,03,11,018
	<b>Total</b>		<b>2,26,21,018</b>	<b>2,08,56,000</b>	-	-	<b>4,34,77,018</b>

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	R. Krishnan	Chief Financial Officer	47,10,438	-	-	-	47,10,438
2	R. Prakash	Company Secretary	40,97,158	-	-	1,20,000	42,17,158
	<b>Total</b>		<b>88,07,596</b>	-	-	<b>1,20,000</b>	<b>89,27,596</b>

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Nina Bhadrashyam Kothari	Non-Executive Director	-	-	-	1,60,000	1,60,000
2	Peruvemba Seetharamier Balasubramaniam	Independent Director	-	-	-	3,10,000	3,10,000
3	Gopalakrishnan Subramaniam	Independent Director	-	-	-	2,50,000	2,50,000

	Puthucode						
4	Virupakshapuram Rajagopal Deenadayalu	Independent Director	-	-	-	3,00,000	3,00,000
5	Krishnan Venkatakrisnan Coimbatore	Independent Director	-	-	-	2,80,000	2,80,000
6	Raju Chettiar Mohan	Independent Director	-	-	-	1,00,000	1,00,000
7	Sitharaman Sundarraman	Independent Director	-	-	-	1,00,000	1,00,000
	<b>Total</b>		-	-	-	<b>15,00,000</b>	<b>15,00,000</b>

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes  No

B. If No, give reasons/observations

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#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

Nil

Name of the company/directors/officers	Name of the court/concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/directors/officers	Name of the court /concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes                      No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### **XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Core rupees or more or turnover of Fifty Core rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow       Associate       Fellow

Certificate of practice number

#### **I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### **Declaration**

I am Authorized by the Board of Directors of the company vide resolution no.

dated  (DD/MM/YYYY) to sign this form and declare that all requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

07117816

To be digitally signed by



Company Secretary



Company Secretary in Practice

Membership Number

7879

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Copy of MGT-8
3. Optional Attachment(s), if any

**Note:** The above Annual Return (MGT-7) is prepared as on March 31, 2024 as per the new format prescribed by the Companies (Management and Administration) Amendment Rules, 2021. The Annual General Meeting (AGM) is scheduled to be held on July 26, 2024. The Company would replace the duly completed Annual Return (MGT-7) along with the Form MGT-8 duly signed by the Practicing Company Secretary certifying the Annual Return (MGT-7) after the completion of AGM.