

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : Kothari Sugars and Chemicals Limited
2. Quarter ending : June 30, 2024

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cession (*)	Tenure (In months) (#)	Date of Birth	No. of directorship in listed entities including this listed entity [Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee including this listed entity (Regulation 26(1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Regulation 26(1))
Mrs.	Nina Bhadrashyam Kothari	DIN: 00020119	Chairperson - Non-Executive Non-Independent	27.05.2014	--	--	--	21.07.1962	2	--	1	1
Mr.	Arjun Bhadrashyam Kothari	DIN:07117816	Executive - Managing Director	08.04.2015	01.09.2022	--	--	11.09.1991	2	--	2	--
Mr.	Mariathangam Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01.08.2018	01.08.2021	--	--	30.05.1968	1	--	--	--
Mr.	Krishnan Venkatakrishnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	--	73.03	09.03.1950	1	1	2	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	7.23	29.07.1952	1	1	2	1
Mr.	Siharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	7.23	11.05.1968	2	2	3	2



Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes

Note:
to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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. Sitharaman Sundarraman	Chairman-Non-Executive - Independent	01.04.2024	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member-Non-Executive - Independent	25.05.2021	--
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--

(*) The Audit committee has been reconstituted w.e.f 01st April 2024.

2. Nomination & Remuneration Committee	Yes	Mr. Krishnan Venkatakrishnan Coimbatore	Chairman-Non-Executive - Independent	01.04.2024	--
		Mr. Sitharaman Sundarraman	Member-Non-Executive - Independent	01.04.2024	--
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--

(*) The Nomination and Remuneration committee has been reconstituted w.e.f 01st April 2024.

3. Risk Management Committee (if applicable)	Not Applicable				
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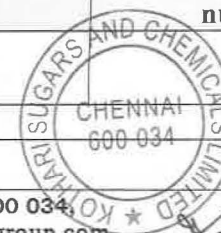
4. Stakeholders Relationship Committee	Yes	Mr. Raju Chettiar Mohan	Chairman - Non-Executive - Independent	01.04.2024	--
		Mr. Arjun Bhadrashyam Kothari	Member - Executive	08.04.2015	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member- Non-Executive - Independent	25.05.2021	--

(*) The Stakeholders Relationship committee has been reconstituted w.e.f 01st April 2024.

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 meetings (in number of days)
Feb 12, 2024 Mar 15, 2024	May 17, 2024	Yes	06	03	62 days

* to be filled in only for the current quarter meetings

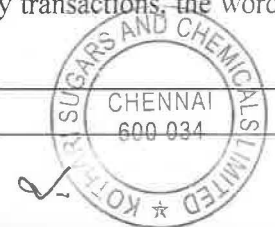


IV. Meeting of Committees					
1. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
May 17, 2024	Yes, Adequate quorum was present	03	03	Feb 12, 2024	94 days

2. Nomination and Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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
May 14, 2024	Yes, Adequate quorum was present	03	03	--	--

3. Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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
May 21, 2024	Yes, Adequate quorum was present	03	02	Mar 07, 2024	74 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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.	



Annexure - Details of Cyber Security Incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the event	NA	Brief details of the event	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (a) Audit Committee - **Yes**
 - (b) Nomination & Remuneration Committee - **Yes**
 - (c) Stakeholders Relationship Committee - **Yes**
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. - **Yes**
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. - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. - **Yes**
Any comments/observations/advice of Board of Directors: Nil

for Kothari Sugars and Chemicals Limited



R. Prakash

Company Secretary & Compliance Officer



- * **Mr. C. V. Krishnan** was re-appointed as Independent Director through a Special Resolution passed in the Annual General Meeting held on 03.08.2022.
- * **Mr. M. R. Mohan and Mr. S. Sundarraman**, have been appointed as Independent Directors of the Company with effect from 08.11.2023 through Special Resolution passed by way of Postal Ballot by the shareholders on 30.12.2023.