

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 : September 30, 2019

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 directors hip 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 B. Kothari	DIN: 00020119	Chairperson - Non Executive Non Independent	27/05/2014	27/05/2014		--	21/07/1962	2	--	--	1
Mr.	Arjun B. Kothari	DIN:07117816	Executive - Managing Director	08/04/2015	01/09/2019		--	11/09/1991	2	--	2	--
Mr.	M.Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01/08/2018	01/08/2018		--	30/05/1968	1	--	--	--
Mr.	P.S.Gopalakrishnan	DIN:00001446	Non-Executive - Independent Director	12/06/1995	01/04/2019		66	23/08/1935	3	3	--	3
Mr.	V.R.Deenadayalu	DIN;00020898	Non-Executive - Independent Director	27/04/2009	01/04/2019		66	24/05/1932	1	1	1	--
Mr.	P.S.Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	08/11/2013	01/04/2019		66	12/07/1944	1	1	2	--
Mr.	C.V.Krishnan	DIN:01606522	Non-Executive - Independent Director	28/05/2018	28/05/2018		16	09/03/1950	1	1	--	--



Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes
Note: <i>\$PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> <i>* 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.</i>	

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.P.S.Gopalakrishnan	Chairman-Non-Executive - Independent	08-11-2013	
		Mr.P.S.Balasubramaniam	Member- Non-Executive - Independent	08-11-2013	
		Mr.V.R.Deenadayalu	Member-Non-Executive - Independent	08-11-2013	
2. Nomination & Remuneration Committee	Yes	Mr.P.S.Gopalakrishnan	Chairman - Non-Executive - Independent	08-11-2013	
		Mr.P.S.Balasubramaniam	Member - Non Executive - Independent	08-11-2013	
		Mr.V.R.Deenadayalu	Member - Non-Executive - Independent	08-11-2013	
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr.P.S.Gopalakrishnan	Chairperson- Non-Executive - Non Independent	08-04-2015	
		Mr.Arjun B. Kothari	Member - Executive	08-04-2015	
		Mr.P.S.Balasubramaniam	Member- Non Executive - Independent	08-04-2015	



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)
May 21, 2019	Aug 07, 2019	Yes	07	04	77 days
* to be filled in only for the current quarter meetings					

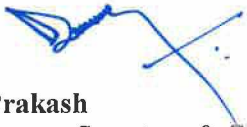

IV. Meeting of Committees					
1. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Aug 07, 2019	Yes, Adequate quorum was present	03	03	May 21, 2019	77 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 21, 2019	--

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
Aug 07, 2019	Yes, Adequate quorum was present	03	02	May 21, 2019	77 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.	

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>(a) Audit Committee (b) Nomination & Remuneration Committee (c) Stakeholders Relationship Committee</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors : Nil</p>
<p>for Kothari Sugars and Chemicals Limited</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  <p>R.Prakash Company Secretary & Compliance Officer</p> </div> <div style="text-align: center;">  </div> </div>

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes (Business Responsibility Report is Not Applicable)
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note		
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<i>for Kothari Sugars and Chemicals Limited</i>		
 R.Prakash Company Secretary & Compliance Officer		