

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, 2023

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 Cessation	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.	Gopalakrishnan Puthucode Subramaniam	DIN:00001446	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	114	23.08.1935	3	3	3	3
Mr.	Virupakshapuram Rajagopal Deenadayalu	DIN:00020898	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	114	24.05.1932	1	1	1	--
Mr.	Peruvemba Seetharamier Balasubramaniam	DIN:00019843	Non-Executive - Independent Director	01.04.2014	01.04.2019	--	114	12.07.1944	1	1	2	1
Mr.	Krishnan Venkatakrishnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	--	64.03	09.03.1950	1	1	2	--



KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)

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</i> <i>&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. Gopalakrishnan Puthucode Subramaniam	Chairman-Non-Executive - Independent	08.11.2013	--
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member- Non-Executive - Independent	08.11.2013	--
		Mr. Peruvemba Seetharamier Balasubramaniam	Member-Non-Executive - Independent	08.11.2013	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member-Non-Executive - Independent	25.05.2021	--
2. Nomination & Remuneration Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.11.2013	--
		Mr. Virupakshapuram Rajagopal Deenadayalu	Member - Non-Executive - Independent	08.11.2013	--
		Mr. Peruvemba Seetharamier Balasubramaniam	Member - Non-Executive - Independent	08.11.2013	--
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr. Gopalakrishnan Puthucode Subramaniam	Chairman - Non-Executive - Independent	08.04.2015	--
		Mr. Arjun Bhadrashyam Kothari	Member - Executive	08.04.2015	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Member- Non-Executive - Independent	25.05.2021	--

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 30, 2023	Aug 10, 2023	Yes	07	04	71 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 10, 2023	Yes, Adequate quorum was present	04	04	May 30, 2023	71 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 25, 2023	--

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
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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 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




* **Messrs. P. S. Balasubramaniam, V. R. Deenadayalu, P. S. Gopalakrishnan** were reappointed as Independent directors through Special Resolution passed in the Annual General Meeting held on 31st July 2018.

* **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.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

At the end of 6 months from the close of financial year 2022 - 2023

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 and Sustainability Report displayed on website	46(2)	Yes (Business Responsibility and Sustainability 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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
for Kothari Sugars and Chemicals Limited  R. Prakash Company Secretary & Compliance Officer		



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

1. Name of Company : Kothari Sugars and Chemicals Limited

2. Half year ending : September 30, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during Six Month	Balance outstanding at the end of Six Month
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



for Kothari Sugars and Chemicals Limited

Date: 11th October 2023

R. Krishnan
Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.