

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[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]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L15421TN1960PLC004310

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	KOTHARI SUGARS AND CHEMICALS LIMITED	KOTHARI SUGARS AND CHEMICALS LIMITED
Registered office address	KOTHARI BLDGS., 115,NUNGAMBAKKAM HIGH ROAD,,NA,CHENNAI,Tamil Nadu,India,600034	KOTHARI BLDGS., 115,NUNGAMBAKKAM HIGH ROAD,,NA,CHENNAI,Tamil Nadu,India,600034
Latitude details	13.059101	13.059101
Longitude details	80.248445	80.248445

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Office Photo KSCL.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****5F

(c) *e-mail ID of the company

*****pt@hckgroup.com

(d) *Telephone number with STD code

04*****26

(e) Website

www.hckotharigroup.com/kscl

iv *Date of Incorporation (DD/MM/YYYY)

07/11/1960

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

06/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

3

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	10	Manufacture of Food products	55.14
2	C	Manufacturing	11	Manufacture of Beverages	34.47
3	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	10.39

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

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U70200TN2010PTC078490		NBK REAL ESTATES PRIVATE LIMITED	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	130000000.00	82888580.00	82888580.00	82888580.00
Total amount of equity	1300000000.00	828885800.00	828885800.00	828885800.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	130000000	82888580	82888580	82888580
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1300000000.00	828885800.00	828885800	828885800

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	3200000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	140000000.00	0.00	0.00	0.00

Number of classes

2

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
ZERO PERCENT REDEEMABLE PREFERENCE SHARES				
Number of preference shares	2000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	20000000.00	0.00	0	0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
ZERO PERCENT REDEEMABLE PREFERENCE SHARES				
Number of preference shares	1200000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	120000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	45398	82843182	8288580.00	82885800	82885800	
Increase during the year	0.00	8533.00	8533.00	85330.00	85330.00	0.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify Dematerialisation, includes 8244 shares transmitted to IEPF	0	8533	8533.00	85330	85330	
Decrease during the year	8533.00	0.00	8533.00	85330.00	85330.00	0.00
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialisation, includes 8244 shares transmitted to IEPF	8533	0	8533.00	85330	85330	
At the end of the year	36865.00	82851715.00	82888580.00	828885800.00	828885800.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
Before split / Consolidation	Number of shares	
	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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number 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

3100157396

ii * Net worth of the Company

2893027078

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2760990	3.33	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	58186610	70.20	0	0.00
10	Others 				
	Total	60947600.00	73.53	0.00	0

Total number of shareholders (promoters)

5

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	17972769	21.68	0	0.00
	(ii) Non-resident Indian (NRI)	361375	0.44	0	0.00

	(iii) Foreign national (other than NRI)	9	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	11025	0.01	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	547450	0.66	0	0.00
4	Banks	50	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	35	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1611656	1.94	0	0.00
10	Others	1436611	1.73	0	0.00
	Other Categories				
	Total	21940980.00	26.46	0.00	0

Total number of shareholders (other than promoters)

72570

Total number of shareholders (Promoters + Public/Other than promoters)

72575.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	15372
2	Individual - Male	57039
3	Individual - Transgender	0
4	Other than individuals	164
	Total	72575.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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 of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	71721	72570
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
A Promoter	1	1	1	1	0.07	3.24
B Non-Promoter	1	6	1	3	0.00	0.00
i Non-Independent	1	0	1	0	0	0
ii Independent	0	6	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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
Total	2	7	2	4	0.07	3.24

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

8

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NINA BHADRASHYAM KOTHARI	00020119	Director	2683498	
ARJUN BHADRASHYAM KOTHARI	07117816	Managing Director	54467	
MARIATHANGAM SILVESTER GOLDWIN	08145634	Whole-time director	0	
KRISHNAN VENKATAKRISHNAN COIMBATORE	01606522	Director	0	27/06/2025
RAJU CHETTIAR MOHAN	10289673	Director	0	
SUNDARRAMAN SITHARAMAN	01032768	Director	0	
RAJAGOPAL PRAKASH	*****	Company Secretary	0	
KRISHNAN RANGANATHAN	*****	CFO	0	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
GOPALAKRISHNAN SUBRAMANIAM PUTHUCODE SUBRAMANIAM	00001446	Director	01/04/2024	Cessation
PERUVEMBA SEETHARAMIER BALASUBRAMANIAM	00019843	Director	01/04/2024	Cessation
VIRUPAKSHAPURAM RAJAGOPAL DEENADAYALU	00020898	Director	01/04/2024	Cessation

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2024	73203	71	73.59

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2024	6	6	100
2	02/08/2024	6	5	83.33
3	26/08/2024	6	6	100
4	05/11/2024	6	6	100
5	12/02/2025	6	6	100
6	18/03/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

9

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee	17/05/2024	3	3	100
2	Audit Committee	02/08/2024	3	2	66.67
3	Audit Committee	05/11/2024	3	3	100
4	Audit Committee	12/02/2025	3	3	100
5	Nomination and Remuneration Committee	14/05/2024	3	3	100
6	Corporate social Responsibility committee	31/07/2024	4	4	100
7	Stakeholders Relationship Committee	21/05/2024	3	3	100
8	Stakeholders Relationship Committee	12/11/2024	3	3	100
9	Stakeholders Relationship Committee	27/11/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								06/08/2025 (Y/N/NA)
1	NINA BHADRASHYAM KOTHARI	6	6	100	1	1	100	Yes
2	ARJUN BHADRASHYAM KOTHARI	6	6	100	4	4	100	Yes
3	MARIATHANGAM SILVESTER GOLDWIN	6	6	100	0	0	0	Yes
4	KRISHNAN VENKATAKRISHNAN COIMBATORE	6	5	83	9	8	88	Not applicable
5	RAJU CHETTIAR MOHAN	6	6	100	9	9	100	Yes
6	SUNDARRAMAN SITHARAMAN	6	6	100	5	5	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ARJUN BHADRASHYAM KOTHARI	Managing Director	12313000	10000000	0	0	22313000.00
2	M. SILVESTER GOLDWIN	Whole-time director	10926019	0	0	0	10926019.00
	Total		23239019.00	10000000.00	0.00	0.00	33239019.00

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	R. KRISHNAN	CFO	4947474	0	0	0	4947474.00
2	R. PRAKASH	Company Secretary	4588223	0	0	120000	4708223.00
	Total		9535697.00	0.00	0.00	120000.00	9655697.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Nina Bhadrashyam Kothari	Director	0	5000000	0	190000	5190000.00
2	Krishnan Venkatakrishnan Coimbatore	Director	0	0	0	270000	270000.00
3	Raju Chettiar Mohan	Director	0	0	0	330000	330000.00
4	Sitharaman Sundarraman	Director	0	0	0	320000	320000.00
	Total		0.00	5000000.00	0.00	1110000.00	6110000.00

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

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 (DD/MM/YYYY)	Name of the Act and section under which penalised / 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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

72575

XIV Attachments

(a) List of share holders, debenture holders

MGT7-Details of
Shareholders.xlsm

(b) Optional Attachment(s), if any

Signed KSCL MGT-8 24-25.pdf
Clarification letter to ROC- Form
MGT-7.pdf

XV 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 Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

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.

I/ We have examined the registers, records and books and papers of KOTHARI SUGARS AND CHEMICALS LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Jamuna Kumar

Date (DD/MM/YYYY)

26/09/2025

Place

Chennai

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

2*6*9

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

7879

*(b) Name of the Designated Person

RAJAGOPAL PRAKASH

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 10 dated*

(DD/MM/YYYY) 08/04/2015 to sign this form and declare that all the requirements of 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.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*1*7*1*

*To be digitally signed by

☒ Company Secretary ☐ Company secretary in practice

*Whether associate or fellow:

☐ Associate ☒ Fellow

Membership number

Certificate of practice number



Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB7434890

eForm filing date (DD/MM/YYYY)

01/10/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**Form No. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Kothari Sugars and Chemicals Limited** ("the Company") bearing CIN: L15421TN1960PLC004310, having its registered office at Kothari Buildings, 115, Nungambakkam High Road, Chennai- 600034, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the Financial Year ended on March 31, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - i. The status of the Company under the Act is a Public Listed Company having its equity shares listed on the National Stock Exchange of India Limited.
 - ii. The Company has maintained registers / records & made entries therein within the prescribed time and compliance with the provisions of the Act;
 - iii. The Company has filed the forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities wherever applicable within the prescribed time;
 - iv. The Company has called / convened / held meetings of Board of Directors, committees, and the meetings of the members of the company on due dates as stated in the annual return and in the respect of such meetings, proper notices were given and proceedings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. We further report that the company has not gone for circular resolution during the period under review.
 - v. The company has closed its Registers of Members and Share Transfer Books from Saturday, 20th July 2024 to Friday, 26th July 2024 (both days inclusive) on account of Annual General Meeting.





- vi. The Company has not made any advances/loans to its directors and/or persons or firms or Companies referred therein pursuant to Section 185 of the Act;
- vii. All the contracts/arrangements entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis and were in compliance with the provisions of Section 188 and all other requirements of the Act;
- viii. The company had received request for Transmission of Shares, and the company has complied with all the requirements under the Act, Rules and Regulations in this behalf. Further, there were no issue or allotment or buyback of securities/redemption of preference shares or debentures /alteration or reduction of share capital/ conversion of shares or securities during the period under review;
- ix. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
- x. During the year, a sum of Rs 4.60 lakhs pertaining to unclaimed dividend was transferred to the Investor Education and Protection Fund (IEPF) in compliance with Section 125 of the Companies Act, 2013.
- xi. The Company has signed the audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- xii. The Board of Directors of the company is duly constituted with proper balance of Executive and Non- Executive Directors. Further, the following Directors/appointed/ re-appointed/ retirement during the period under review;
 - a) Mr. M. Silvester Goldwin (DIN: 08145634) retired by rotation and was re-appointed as the Whole-time Director of the Company for a term of three (3) years at the 63rd Annual General Meeting held on July 26, 2024, with effect from August 01, 2024.
 - b) Mr. P. S. Gopalakrishnan (DIN: 00001446), Mr. P. S. Balasubramaniam (DIN: 00019843) and Mr. V. R. Deenadayalu (DIN: 00020898), Independent Directors of the Company, cease to hold their office due to retirement on completion of their second term with effect from 01st April 2024, pursuant to Section 149(11) of the Companies Act, 2013.

Other than the above, there were no casual vacancies of Director / KMP due to death during the year under review. The Directors and Key Managerial





Personnel have disclosed their interest pursuant to the provisions of the Act and Rules made thereunder;

- xiii. The Auditors were re-appointed in the 61st Annual General Meeting held on August 03, 2022 for a second term of five years as per the provisions of section 139 of the Act and there were no casual vacancy of Auditors during the year under review.
- xiv. During the period under review, the Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
- xv. During the period under review, the Company has not invited/ accepted any deposits falling within the purview of Section 73 or Section 76 of the Act and rules made there under;
- xvi. During the year under review, the Company has not borrowed money from its Directors and Members. Further there was no creation and satisfaction of charge during the year under review.
- xvii. During the period under review, the Company has not advanced any loans or given any guarantees or provided any securities in connection with a loan to any other body corporate or persons falling under the provisions of the Section 186 of the Companies Act, 2013. However, the Company has made investments during the financial year which is within the prescribed limits under the Act.
- xviii. During the Period under review, the Company has not altered the provisions of the Memorandum of the Company and Articles of Association of the Company.

For SJN & Associates
Practising Company Secretaries
Peer Review Certificate No: 6341/2024

Jamuna K
Partner
ACS No: 74911
COP No: 27669
UDIN: A074911G001359766



Place: Chennai
Date: 26-09-2025

Transmission

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