

General information about company		
Scrip code	000000	
NSE Symbol	KOTARISUG	
MSEI Symbol	NOTLISTED	
ISIN	INE419A01022	
Name of the entity	KOTHARI SUGARS AND CHEMICALS LIMITED	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	No acquisition of shares or voting rights aggregating to 5% or more in an unlisted company was made during the quarter ended 30.06.2025
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	K00328	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		



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, 2025

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 director ship in listed entities including this listed entity [Reg 17A]	No of Independent Directorship in listed entities including this listed entity [Reg 17A(1)&(2)]	Number of memberships in Audit/ Stakeholder Committee including this listed entity (Reg 26(1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (reg 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:08145534	Executive - Whole Time Director	01.08.2018	01.08.2024	--	--	30.05.1968	1	--	--	--
Mr.	Krishnan Venkatakrishnan Coimbatore	DIN:01606522	Non-Executive - Independent Director	28.05.2018	28.05.2023	27.06.2025	85.00	09.03.1950	1	1	2	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	19.23	29.07.1952	1	1	2	1
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	19.23	11.05.1968	2	2	3	2
Mr.	Abdul Kareem Sait	DIN: 03265300	Non-Executive - Independent Director	27.06.2025	27.06.2025	--	0.03	05.08.1961	1	1	2	--



KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)


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

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	27.06.2025
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--
		Mr. Abdul Kareem Sait	Member-Non-Executive - Independent	27.06.2025	--
2. Nomination & Remuneration Committee	Yes	Mr. Sitharaman Sundarraman	Chairman -Non-Executive - Independent	01.04.2024	--
		Mr. Krishnan Venkatakrishnan Coimbatore	Chairman-Non-Executive - Independent	01.04.2024	27.06.2025
		Mr. Raju Chettiar Mohan	Member-Non-Executive - Independent	01.04.2024	--
		Mr. Abdul Kareem Sait	Member-Non-Executive - Independent	27.06.2025	--
3. Risk Management Committee (if applicable)		Not Applicable			
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	27.06.2025
		Mr. Abdul Kareem Sait	Member-Non-Executive - Independent	27.06.2025	--

III. Meeting of Board of Directors

Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
May 29, 2025	Yes, Adequate quorum was present	05	03	Feb 12, 2025	71 days
June 27, 2025		05	03	Mar 18, 2025	28 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 29, 2025	Yes, Adequate quorum was present	03	03	Feb 12, 2025	105 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 27, 2025	Yes, Adequate quorum was present	3	3	-	-
Jun 27, 2025		3	3	-	30 days

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
-	-	-	-	-	-

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & Remuneration Committee - **Yes**
 - Stakeholders Relationship Committee - **Yes**
- 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**
- 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. 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.

* Mr. C. V. Krishnan, Member of the Audit Committee, Stakeholders Relationship Committee and Chairman of the Nomination and Remuneration Committee has tendered his resignation and ceased to hold the office of Independent Director of the Company, with effect from 27th June 2025.

* The Nomination and Remuneration committee has been reconstituted w.e.f 27th June 2025. Mr. Sitharaman Sundarraman, an existing Member of the Committee, has been appointed as the Chairman of the Committee on 27.06.2025 and Mr. Abdul Kareem Sait was inducted as member of the Committee w.e.f 27.06.2025.

* The Audit Committee has been reconstituted w.e.f 27th June 2025 and Mr. Abdul Kareem Sait was inducted as member of the Committee w.e.f 27.06.2025.

* The Stakeholders Relationship Committee has been reconstituted w.e.f 27th June 2025 and Mr. Abdul Kareem Sait was inducted as member of the Committee w.e.f 27.06.2025.

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event



Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0



Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange (NSE)	Imposed Fine of Rs.46,000/- for non-compliance of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	29-05-2025	NSE has observed a non-compliance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, concerning the continuation of Mr. C.V. Krishnan, Non-Executive Independent Director, as the Explanatory Statement did not explicitly state that he would attain the age of 75 during his tenure. However, the Company had disclosed his date of birth and provided detailed justifications for his appointment in the Explanatory Statement, and the Special Resolution was duly passed in compliance with the said Regulation. The Company submitted a waiver application along with the justifications on June 5, 2025 and paid the fine amount. The waiver request is currently under review. However, for the quarter ended June 30, 2025, the Company is in full compliance with the said Regulation.	There is no impact on the financial, operational, or other activities of the Company except the fine of Rs.46,000/- if not waived



Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	(a) The Commissioner of CGST and Central Excise, Trichy (b) The Deputy Commissioner of Central Excise and Service Tax, Trichy. (c) The Assistant Commissioner of Central Excise and Service Tax, Trichy, and (a) The Superintendent of Central Excise and Service Tax, Ariyalur	01-12-2010	The Department of Central Excise & Service Tax has filed 12 Writ Appeals against the Writ Petitions orders before the Division Bench of the Hon'ble High Court of Madras, Madurai Bench and the matter was heard on both sides. Judgment reserved on 25.07.2024 and yet to be pronounced. Expected financial implications Rs. 4.43 Crores.	The Hon'ble Madurai Bench of Madras High Court on 03.04.2025 dismissed 12 Writ Appeals filed by the Central Excise department challenging the W.P. order dated 10.10.2023. The Central Excise department, vide letter dated 06.05.2025, has communicated that it has decided not to file an appeal before the Hon'ble Supreme Court against the said dismissal and stated that "As the Hon'ble High Court's order dated 10.10.2023 quashing the Show Cause Notices(SCN) prevails, the said SCNs are rendered legally non est, and all proceedings initiated under them are void ab initio " Accordingly, no further action is warranted in the matter, and the case file may be treated as closed. This development has no financial implications, and the dispute stands closed.
2	(a) State of Tamil Nadu, Energy Department, (b) Electrical Inspector Electricity Dept., Govt. of Tamil Nadu and (c) TNEB	20-08-2008	Challenging the Tamil Nadu electricity validation Act 2007 which ratifies the imposing of tax on consumption of self-generated electricity as well as sale of electricity. Pending before the Hon'ble Supreme Court for final hearing. Expected financial implications Rs.4.34 crores	Pending before the Hon'ble Supreme Court for final hearing. Expected financial implications Rs. 4.34 Crores.
3	(a) Electrical Inspector (b) The Chief Electrical Inspector to Govt. (CEIG)	18-06-2018	Challenging the electricity tax on sale of power to TNEB through PTC under the Tamil Nadu Tax on Consumption or Sale of Electricity Act, 2003. Pending before the Secretary to TN Govt. Energy Department. Expected financial implications Rs.14.58 crores.	Pending before the Secretary to TN Govt. Energy Department. Expected financial implications Rs. 15.24 Crores.

