

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	Half Yearly	
Date of Quarter Ending	30-09-2025	
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 30.09.2025
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	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. 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 : September 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 Cessation	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	01.09.2025	--	--	11.09.1991	2	--	2	--
Mr	Mariathangam Silvester Goldwin	DIN:08145634	Executive - Whole Time Director	01.08.2018	01.08.2024	--	--	30.05.1963	1	--	--	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	22.23	29.07.1952	1	1	2	1
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	22.23	11.05.1963	2	2	3	2
Mr.	Abdul Kareem Sait	DIN: 03265300	Non-Executive - Independent Director	27.06.2025	27.06.2025	--	3.03	05.08.1961	1	1	2	--



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. 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. 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. 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)
Aug 13, 2025	Yes, Adequate quorum was present	05	03	May 29, 2025	46 days
				June 27, 2025	

* 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 13, 2025	Yes, Adequate quorum was present	03	03	May 29, 2025	75 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	-
				Jun 27, 2025	-

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. Abdul Kareem Sai has been appointed as an Independent Director of the Company with effect from June 27, 2025, and his appointment was duly approved by the shareholders through a Special Resolution passed at the Annual General Meeting held on August 06, 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)(b) 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



2..

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



A handwritten signature in blue ink, consisting of a stylized cursive letter 'a' followed by a small dot.

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.1,76,000/- for non-compliance of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015	29-08-2025	NSE has observed a non-compliance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 and imposed a fine of Rs.1,76,000 for the quarter ended 30th June 2025. This was in relation to the continuation of Mr. C.V. Krishnan, Non-Executive Independent Director, on the grounds that the Explanatory Statement did not explicitly mention that he would attain the age of 75 years during his tenure. However, the Company had disclosed Mr. Krishnan's date of birth and provided detailed justifications for his appointment in the Explanatory Statement. Furthermore, the Special Resolution approving his appointment was duly passed by the shareholders, in compliance with the requirements of the said Regulation. Meantime, Mr. Krishnan tendered his resignation from the Board of Directors with effect from June 27, 2025, due to frequent overseas travel and other personal commitments. Accordingly, as he was no longer continuing as a director, the Company was fully compliant with the provisions of Regulation 17(1A) of the SEBI LODR Regulations as on the quarter ended June 30, 2025. In addition, the Company had already submitted a waiver request dated June 05, 2025, in connection with the same matter for the quarter ended March 31, 2025 and the waiver request is under review. Without prejudice to our position, the Company remitted the fine amount of Rs.1,76,000/- plus GST on Sep 01, 2025 to close the matter. For the quarter ended September 30, 2025, the Company confirms that it is in full compliance with the requirements of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.	There is no impact on the financial, operational, or other activities of the Company, except fine amounting to Rs. 1,76,000 /-



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) 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.
2	(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.15.24 crores.	Pending before the Secretary to TN Govt. Energy Department. Expected financial implications Rs. 15.62 Crores.



G. Affirmations on Compliance Requirements for AGM - 30.09.2025

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
Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	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 and Compliance Officer		



F. Disclosure of Loans / Guarantees / Comfort Letters / Securities etc.

1. Name of Company : Kothari Sugars and Chemicals Limited

2. Half year ending : September 30, 2025

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



[Signature]
R. Krishnan
 Chief Financial Officer

Date: 14th October 2025

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.