

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	31-12-2025
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 31.12.2025
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?	No No fine or penalty was imposed and paid by the Company during the quarter ended 31.12.2025
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 : December 31, 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- appointm ent	Date of Cessa tion	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	--	--	30.05.1968	1	--	--	--
Mr.	Raju Chettiar Mohan	DIN: 10289673	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	25.23	29.07.1952	1	1	2	1
Mr.	Sitharaman Sundarraman	DIN: 01032768	Non-Executive - Independent Director	08.11.2023	08.11.2023	--	25.23	11.05.1968	2	2	3	2
Mr.	Abdul Kareem Sait	DIN: 03265300	Non-Executive - Independent Director	27.06.2025	27.06.2025	--	6.03	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)
Nov 13, 2025	Yes, Adequate quorum was present	06	03	Aug 13, 2025	91 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
Nov 13, 2025	Yes, Adequate quorum was present	03	03	Aug 13, 2025	91 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
-	-	-	-	-	-

**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**



**KOTHARI SUGARS AND CHEMICALS LIMITED (KSCL)**

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 27<sup>th</sup> 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 27<sup>th</sup> 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 27<sup>th</sup> 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	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0



**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. 15.62 crores.	Pending before the Secretary to TN Govt. Energy Department. The status remains the same.

