

To

29th May 2026**Manager - Listing Compliance**
 National Stock Exchange of India Limited
 'Exchange Plaza', C-1, Block G,
 Bandra Kurla Complex,
 Bandra (E), Mumbai - 400051
Symbol: KOTARISUG

Dear Sir / Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed Scheme of Amalgamation of Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors ("Draft Scheme"), presented under Section 230 - 232 read with other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In connection with the aforementioned application, below are:

A. The Details of Assets and Liabilities that are being transferred to the Transferee Company:

Rs. in Lakhs	
Particulars	Details as on 31-03-2026
Assets	
Non-current assets	
Property, plant and equipment	15,373.01
Right-of-use assets	51.86
Capital work-in-progress	-
Intangible Assets under development	1,000.00
Other intangible assets	9.63
Financial assets	1,652.24
Other financial assets	144.64
Other non-current assets	15.64
Current Assets	
Inventories	11,819.68
Financial assets	
Investments	10,475.84
Trade receivables	1,400.39
Cash and cash equivalents	22.23
Bank balances other than cash and cash equivalents above	7.94



Cont.....2/-

Sugar Units :
 Unit - I : Kattur Post - 621 706, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
 Unit - II: Sathamangalam Village, Vettriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

 CIN : L15421TN1960PLC004310
 TIN No. : 33790460019 dt 1-1-2007
 CST No. 24518 dt. 26-06-1961
 GSTIN : 33AABCK2495F1ZP

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Particulars	Details as on 31-03-2026
Other financial assets	475.25
Other current assets	2,125.25
Total Assets	44,573.60
Liabilities	
Non-current liabilities	
Financial liabilities	
Borrowings	
Lease liabilities	56.83
Deferred tax Liabilities	2,596.46
Current liabilities	
Financial liabilities	
Borrowings	6,965.91
Lease liabilities	9.34
Trade payables	
- Total outstanding dues of micro and small enterprises	6.13
- Total outstanding dues of creditors other than micro and small enterprises	4,247.45
Other financial liabilities	270.54
Other current liabilities	216.10
Provisions	642.43
Total liabilities	15,011.19

B. Provisional post-merger balance sheet of the Transferee Company:

S. No.	Particulars	Rs. in Lakhs Provisional post-merger balance sheet of KPL as on 31-03-2026
A	ASSETS	
	Non-Current Assets	
	(a) Property, Plant and Equipment	34,977.01
	(b) Capital Work in Progress	818.02
	(c) Investment Property	1,586.93
	(d) Intangible Assets other than goodwill	67.58
	(e) Intangible Assets under development	1,000.00
	(f) Right-of-use of assets	250.05
	(g) Financial Assets	
	(i) Investments	9,850.48



Cont.....3/-

Sugar Units :

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Unit - II: Sathamangalam Village, Vetriyur Post : 621 707. Ariyalur Dist., Tamilnadu, Phone : 04329-320800

CIN : L15421TN1960PLC004310
TIN No. : 33790460019 dt 1-1-2007
CST No. 24518 dt. 26-08-1961
GSTIN : 33AABCK2495F12P

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S. No.	Particulars	Provisional post-merger balance sheet of KPL as on 31-03-2026
A	ASSETS	
	(ii) Trade Receivables	-
	(iii) Other financial assets other than loans	459.23
	(h) Other Non-Current Assets	30.39
	Total non-Current Assets	49,039.69
	Current Assets	
	(a) Inventories	14,493.56
	(b) Financial Assets	
	(i) Investments	12,714.14
	(ii) Trade Receivables	7,540.25
	(iii) Cash and Cash Equivalents	1,049.51
	(iv) Bank balances other than (iii) above	737.18
	(v) Other Financial assets	596.95
	(c) Current tax assets (Net)	73.75
	(d) Other current Assets	2,509.41
	Total Current Assets	39,714.73
	TOTAL ASSETS	88,754.42
B	EQUITY AND LIABILITIES	
	Equity	
	(a) Equity Share Capital	7,542.37
	Subscribed and partly paid up and hence forfeited	-
	(b) Other Equity	51,180.00
	Retained Earnings - Merger	-
	Capital redemption reserve	1,400.00
	Capital Reserve	0.40
	Capital Reserve - Merger	6,665.17
	Total Equity	66,787.94
	Liabilities	
	Non-Current Liabilities	
	(a) Financial Liabilities	
	(i) Lease Liabilities	195.59
	Provisions	28.84
	(b) Deferred Tax Liabilities	3,995.22
	Total Non-Current Liabilities	4,219.65



Cont....4/-

Sugar Units :

Unit - I : Kattur Post - 621 708, Lalgudi Taluk, Trichy Dist., Tamilnadu, Phone : 0431-2541224 / 2541350, Fax : 0431-2541451
Unit - II: Sathamangalam Village, Vetriyur Post : 621 707, Ariyalur Dist., Tamilnadu, Phone : 04329-320800

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S. No.	Particulars	Provisional post-merger balance sheet of KPL as on 31-03-2026
	Current Liabilities	
	(a) Financial Liabilities	
	(i) Borrowings	6,965.91
	(ii) Lease liabilities	94.36
	(iii) Trade Payables	-
	(a) Total Outstanding dues to Micro and Small Enterprises	476.86
	(b) Total Outstanding dues of creditors other than Micro and Small Enterprises	7,203.65
	(iv) Other Financial Liabilities	1,267.69
	(b) Short term Provisions	714.55
	(c) Current Tax Liabilities (Net)	81.77
	(d) Other Current Liabilities	942.06
	Total Current Liabilities	17,746.85
	Total Liabilities	21,966.50
	TOTAL EQUITY AND LIABILITIES	88,754.44

C. Details of adjustments made to financials of the Transferee Company due to Scheme:

- Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferee Company shall account for the Amalgamation (*as defined in the Scheme*) in its books of account as per the "Pooling of Interest Method" in accordance with Appendix C of Ind AS-103 Business Combinations prescribed under Section 133 of the Act and other generally accepted accounting principles, as applicable.
- Accordingly, upon the Scheme becoming effective, the Transferee Company shall account for the Amalgamation in its books of account as under:
 - All the assets (including goodwill) and liabilities and reserves recorded in the books of the Transferor Company shall stand transferred to and vested in the books of the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their carrying amounts and in the same form as appearing in the consolidated financial statements of the Transferee Company.
 - The Transferee Company shall credit its share capital in its books of account with the aggregate face value of the equity shares issued to the Eligible Shareholders (*as defined in the Scheme*) as per Clause 15 of the Scheme.



Cont.....5/-

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- iii. The amount of paid-up capital in the Transferee Company to the extent it is not represented by issued and paid-up shares but pertains to forfeited shares has been re-casted as capital reserve as per Clause 16.7 of the Scheme.
- iv. Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of the Amalgamation, as stated above, as if the Amalgamation had occurred from the beginning of the comparative period.



D. Details of EBIDTA, Revenue, PAT in percentage and value terms for the last 5 years of both transferor and transferee companies

Particulars	Amount in Crores									
	Kothari Sugars and Chemicals Limited					Kothari Petrochemicals Limited				
	FY 25	FY 24	FY 23	FY 22	FY 21	FY 25	FY 24	FY 23	FY 22	FY 21
Total Income	257.64	326.42	518.12	618.50	430.28	600.50	588.83	604.13	488.58	386.07
Revenue from operations	246.78	310.02	502.73	609.97	423.49	591.39	577.34	595.91	482.15	381.53
EBITDA	16.42	34.99	59.71	72.78	57.56	106.27	91.72	104.31	63.36	54.33
PAT (value)	6.61	10.43	29.49	41.92	34.03	72.49	65.82	63.78	39.18	32.89
EBITDA (%) *	6.65%	11.29%	11.88%	11.9%	13.59%	17.97%	15.89%	17.50%	13.14%	14.24%
PAT (%) *	2.68%	3.36%	5.87 %	6.87%	8.04%	12.26%	11.40%	10.70%	8.13%	8.62%
*PAT % = PAT / revenue from operations										
*EBITDA % = EBITDA / Revenue from operations										

for Kothari Sugars and Chemicals Limited

[Signature]

R. Krishnan
Chief Financial Officer

